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FRESH DEL MONTE PRODUCE INC

Form 3 April 03, 2008

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

ABU GHAZALEH AMIR

(Last)

(First)

(Middle)

(Month/Day/Year) 03/31/2008

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

FRESH DEL MONTE PRODUCE INC [FDP]

C/O FRESH DEL MONTE PRODUCE INC, P.O. BOX

149222

(Street)

Statement

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

__X__ Director _X_ 10% Owner Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CORAL GABLES, FLÂ 33114-9222

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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Direct (D) or Indirect (I)

(Instr. 5)

Ordinary Shares

1,059,381

D

Ordinary Shares

16,998,924

Ι Through IAT Group Inc. (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

Ownership Conversion

6. Nature of Indirect Beneficial Ownership

or Exercise Form of (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
2/16/2005 Grant of Director Options	(2)	02/16/2015	Ordinary Shares	6,250	\$ 32.275	D	Â
02/27/2008 Grant of Director Options	(2)	02/27/2018	Ordinary Shares	6,250	\$ 33.97	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ABU GHAZALEH AMIR C/O FRESH DEL MONTE PRODUCE INC P.O. BOX 149222 CORAL GABLES, FL 33114-9222	ÂX	ÂX	Â	Â	

Signatures

Bruce Jordan, Attorney-in-fact for Amir Abu-Ghazaleh

04/02/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - IAT Group Inc. directly owns 16,998,924 ordinary shares of Fresh Del Monte Produce Inc. IAT Group Inc. is owned by the members of the Abu-Ghazaleh family, including Amir Abu-Ghazaleh. Individually, no Abu-Ghazaleh family member owns a controlling interest in
- (1) IAT Group Inc. Nevertheless, because each of the IAT Group Inc. shareholders votes with the other family members, the Abu-Ghazaleh family jointly controls IAT Group Inc. As a result, each individual Abu-Ghazaleh family member may be deemed to beneficially own all of the ordinary shares directly owned by IAT Group Inc; however, each Abu-Ghazaleh family member disclaims beneficial ownership of such ordinary shares except to the extent of his or her pecuniary interest therein.
- (2) The option is currently exercisable with respect to all underlying shares.

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Remarks:

Note: Issuer lost its foreign private issuer status as of March 31, 2008, and therefore became subje Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2