

ABU-GHAZALEH MOHAMMAD
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 MOHAMMAD

2. Issuer Name and Ticker or Trading Symbol
 FRESH DEL MONTE PRODUCE INC [FDP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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

CORAL GABLES, FL 33114

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Ordinary Shares | 03/01/2019 | | M | (A) Amount 26,049 (1) | \$ 0 | 5,303,780 | D |
| Ordinary Shares | | | | | 20,000 | I | Held by Spouse |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|----------------------------|-----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Performance Stock Units ⁽²⁾ | \$ 0 | 03/01/2019 ⁽³⁾ | | M | | 13,842 | ⁽⁴⁾ | ⁽⁵⁾ | Ordinary Shares | 13,842 ⁽¹⁾ |
| Performance Stock Units ⁽²⁾ | \$ 0 | 03/01/2019 ⁽³⁾ | | M | | 12,207 | ⁽⁶⁾ | ⁽⁵⁾ | Ordinary Shares | 12,207 ⁽¹⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ABU-GHAZALEH MOHAMMAD C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114 | X | X | Chairman and CEO | |

Signatures

/s/ Marlene M. Gordon, Attorney-in-fact for Mohammad Abu-Ghazaleh

03/05/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Represents the number of ordinary shares that were acquired in connection with the Performance Stock Units (PSUs) and corresponding Dividend Equivalent Units (DEUs) listed in Table II.
- (2) PSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan and are eligible to earn DEUs. Each PSU and DEU represent a contingent right to receive one ordinary share of FDP. The PSUs and corresponding DEUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP.
- (3) The Reporting Person elected to defer settlement of such PSUs. Settlement occurred on the transaction date indicated in Table II.
- (4) These PSUs and corresponding DEUs are fully vested.
- (5) PSUs and associated DEUs do not have an expiration date.
- (6) These remaining PSUs and corresponding DEUs will vest 2/22/2020.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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