Tenazas Marissa R Form 4 February 22, 2013

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

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)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Tenazas Marissa R

(First)

CORAL GABLES, FL 33114

(State)

2. Issuer Name and Ticker or Trading Symbol

FRESH DEL MONTE PRODUCE

INC [FDP]

(Month/Day/Year) C/O FRESH DEL MONTE 02/20/2013

(Middle)

(Zip)

PRODUCE INC., P.O. BOX 149222

(Street)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person

Issuer

below)

Director

Applicable Line)

X\_ Officer (give title

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 5. Amount of

Code Disposed of (D) (Month/Day/Year) (Instr. 8)

3.

(Instr. 3, 4 and 5)

(A)

or

TransactionAcquired (A) or Securities Beneficially Owned

Following Reported

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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.

SEC 1474 (9-02)

7. Nature of

Ownership (Instr. 4)

Indirect

(D) or Indirect Beneficial

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

**SVP Corporate Human Resources** 

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(I)

(Instr. 4)

below)

10% Owner

Other (specify

Estimated average

burden hours per

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

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactiorDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. I Underlying Securities

### Edgar Filing: Tenazas Marissa R - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		S (I
				Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units (1)	\$ 26.52	02/20/2013		A	10,000	<u>(1)</u>	(2)	Ordinary Shares	10,000	

(In

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Tenazas Marissa R			SVP			
C/O FRESH DEL MONTE PRODUCE INC.			Corporate			
P.O. BOX 149222			Human			
CORAL GABLES, FL 33114			Resources			

# **Signatures**

/s/ Bruce Jordan, Attorney-in-fact for Marissa R.
Tenazas 02/22/2013

\*\*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).
- Restricted Stock Units (RSUs) granted under the Fresh Del Monte Produce Inc. 2011 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP. Provided such criteria are met, the RSU will vest in three equal annual installments on each of 02/20/2014, 02/20/2015 and 02/20/2016.
- (2) RSUs do not have an expiration date.

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