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FRESH DEL MONTE PRODUCE INC

Form 4

December 13, 2016

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

EL-NAFFY HANI

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

FRESH DEL MONTE PRODUCE

INC [FDP]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 12/09/2016

X_ Director Officer (give title below)

10% Owner Other (specify

C/O FRESH DEL MONTE

PRODUCE INC., P.O. BOX 149222

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

CORAL GABLES, FL 33114

(State) (Zip)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Middle)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 (Month/Day/Year) Execution Date, if Transaction of

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

8. Pr

Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr.	8)	Deriv Secur Acqui (A) or Dispo of (D) (Instr. and 5)	ities ired sed 0 . 3, 4,	(Month/Day,	nth/Day/Year) (Section (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units (1)	\$ 61.09	12/09/2016		A		428 (2)		<u>(1)</u>	(3)	Ordinary Shares	174,296 (4)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X						

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hani El-Naffy 12/13/2016

**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).
- Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. DEUs are subject to vesting and/or performance criteria based on the underlying Performance Stock Units (PSUs). Certain DEUs are subject to meeting minimum performance criteria set by the
- Compensation Committee of the Board of Directors of FDP.

 Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding PSUs granted to
- (2) the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to Ordinary Shareholders. Dividend equivalents on PSUs are subject to the same restrictions and vesting conditions as the underlying PSUs.
- (3) DEUs do not have an expiration date.
- (4) All of these PSUs are fully vested.

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.

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