ABU GHAZALEH MAHER

Form 4

January 30, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

0.5

response...

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ABU GHAZALEH MAHER

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)

(Last) (First) (Middle)

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

Officer (give title below)

X__ 10% Owner _ Other (specify

01/28/2009

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)

_X__ Director

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

CORAL GABLES, FL 33114

C/O FRESH DEL MONTE

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Ordinary Shares (1)	01/28/2009		S	300	D	\$ 26.19	502,300	D		
Ordinary Shares (1)	01/28/2009		S	200	D	\$ 26.2	502,100	D		
Ordinary Shares (1)	01/28/2009		S	800	D	\$ 26.21	501,300	D		
Ordinary Shares (1)	01/28/2009		S	1,300	D	\$ 26.25	500,000	D		
Ordinary Shares							16,998,924	I	Through IAT	

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Group Inc.

(2)

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

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SEC 1474 (9-02)

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. Transact Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runner reduces	Director	10% Owner	Officer	Other		
ABU GHAZALEH MAHER C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114	X	X				

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Maher
Abu-Ghazaleh
01/30/2009

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) Ordinary Share sales executed pursuant to a Rule 10b5-1 plan.

**Signature of Reporting Person

(2) 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 Maher Abu-Ghazaleh. Individually, no Abu-Ghazaleh family member owns a controlling interest in IAT Group Inc. Nevertheless, because each of the IAT Group Inc. shareholders votes with the other family members, the Abu-Ghazaleh

Reporting Owners 2

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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.

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.