

Tenazas Marissa R
Form 4
August 03, 2017

FORM 4

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

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)
08/01/2017

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP Corporate Human Resources

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)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	08/01/2017 ⁽¹⁾		M	(A) or (D) Amount 6,175 ⁽²⁾	\$ 0 6,175	D	
Ordinary Shares	08/01/2017 ⁽¹⁾		S	(A) or (D) Amount 2,662 ⁽³⁾	\$ 47.6 3,513	D	
Ordinary Shares	08/01/2017 ⁽¹⁾		M	(A) or (D) Amount 2,058 ⁽²⁾	\$ 0 2,058	I	Held by Spouse
Ordinary Shares	08/01/2017 ⁽¹⁾		S	(A) or (D) Amount 877 ⁽³⁾	\$ 47.6 1,181	I	Held by Spouse

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)

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units ⁽⁴⁾	\$ 40.03	08/01/2017 ⁽¹⁾		M	3,066	⁽⁴⁾ ⁽⁵⁾	Ordinary Shares	3,066
Restricted Stock Units ⁽⁴⁾	\$ 40.03	08/01/2017 ⁽¹⁾		M	1,022	⁽⁴⁾ ⁽⁵⁾	Ordinary Shares	1,022
Restricted Stock Units ⁽⁶⁾	\$ 29.99	08/01/2017 ⁽¹⁾		M	3,109	⁽⁶⁾ ⁽⁵⁾	Ordinary Shares	3,109
Restricted Stock Units ⁽⁶⁾	\$ 29.99	08/01/2017 ⁽¹⁾		M	1,036	⁽⁶⁾ ⁽⁵⁾	Ordinary Shares	1,036

Reporting Owners

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

Signatures

/s/ Monica Vicente Attorney-in-fact for Marissa (Louie)
Tenazas

08/03/2017

 **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) Transaction Date reflect the dates on which the Sell to Cover and conversion of the Restricted Stock Units (RSU), which vested on July 29, 2017 and July 30, 2017, occurred.
- (2) Represents the number of ordinary shares that were acquired in connection with the settlement of the RSUs listed in Table II.
Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSUs listed in Table II. This sale is mandated by the Issuer's election under its equity incentive plans to require the
- (3) satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (4) RSUs granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. The remaining RSUs will vest in two equal annual installments on each of 7/29/2018 and 7/29/2019.
- (5) RSUs do not have an expiration date.
- (6) RSUs are granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each RSU represents a contingent right to receive one ordinary share of FDP. RSUs vest in five equal annual installments of which one is remaining on 7/30/2018.

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.