

Murdock Justin M.
Form 4
May 10, 2011

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 *
Murdock Justin M.

2. Issuer Name and Ticker or Trading Symbol
DOLE FOOD CO INC [DOLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DOLE FOOD COMPANY, INC., ONE DOLE DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2011

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

(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

WESTLAKE VILLAGE, CA 91362

(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)
				(A) or (D)	Price		
Common Stock	01/28/2011		D	V	16,875	D	
					\$ 0 (1)		
					0		D

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

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

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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)	Amount or Number of Shares
Stock Option	\$ 12.5	01/28/2011		D	35,333	(3) 10/22/2019	Common Stock	35,333
Stock Option	\$ 9.74	01/28/2011		D	23,250	(4) 11/29/2020	Common Stock	23,250
Stock Option	\$ 12.5	05/06/2011		D	17,667	10/22/2010 10/22/2019	Common Stock	17,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murdock Justin M. C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362	X			

Signatures

/s/ Jeffrey Conner,
attorney-in-fact
05/10/2011

**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) Justin M. Murdock's restricted stock, all of which was unvested, and all of his unvested stock options, were automatically forfeited upon his January 28, 2011 resignation as an officer and employee of the Company, all in accordance with the Company's 2009 Stock Incentive Plan, as amended.
- (2) Justin M. Murdock's 17,667 vested stock options were cancelled in exchange for payment by the Company of the spread between the \$13.99 per share closing stock price on May 6, 2011 (the first open Window Period day following his resignation as an officer and employee of the Company), and the \$12.50 per share exercise price of the options, all in accordance with the Company's 2009 Stock Incentive Plan, as amended, and unanimous action by the Corporate Compensation and Benefits Committee of the Company's Board of Directors. All three of the members of the Corporate Compensation and Benefits Committee are Non-Employee Directors as defined in Rule 16b-3(b)(3).
- (3) Vesting in two equal annual installments commencing on October 22, 2011.
- (4) Vesting in three equal annual installments commencing on November 29, 2011.

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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