DOLE FOOD CO INC

Form 4

August 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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

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).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MURDOCK DAVID H

2. Issuer Name and Ticker or Trading Symbol

DOLE FOOD CO INC [DOLE]

5. Relationship of Reporting Person(s) to Issuer

Chairman

(Check all applicable)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 08/16/2012

_X__ Director X_ Officer (give title

_X__ 10% Owner __ Other (specify below)

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

> 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

Person

below)

WESTLAKE VILLAGE, CA 91362

(Street)

| (City) | (State) | (Zip) Tal | ble I - Non- | -Derivative Se | curiti | es Acquir | ed, Disposed of, | or Beneficial | ly Owned |
|--------------------------------------|--------------------------------------|---|--|--|--------|-------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities A coor Disposed of (Instr. 3, 4 and Amount | of (D) | red (A) | 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) |
| Common Stock | | | | | | | 11,784,914 | I | Castle and Cooke Holdings, Inc. (1) |
| Common Stock | 08/16/2012 | | P | 1,000,000 (2) | A | \$ 12.43 | 44,982,045 | I | Trust (3) |

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

| Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | | 5. | 6. Date Exerc | cisable and | 7. Tit | le and | 8. Price of |
|------------------------------|-------------|---------------------|--------------------|---------|------|------------|---------------|-------------|--------|----------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transa | ctio | nNumber | Expiration D | ate | Amou | ınt of | Derivative |
| Security | or Exercise | | any | Code | | of | (Month/Day/ | Year) | Unde | rlying | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. | 8) | Derivative | | | Secur | ities | (Instr. 5) |
| · · · | Derivative | | • | ` | ĺ | Securities | | | (Instr | 3 and 4) | |
| | Security | | | | | Acquired | | | | , , | |
| | ~ | | | | | (A) or | | | | | |
| | | | | | | Disposed | | | | | |
| | | | | | | of (D) | | | | | |
| | | | | | | (Instr. 3, | | | | | |
| | | | | | | 4, and 5) | | | | | |
| | | | | | | +, and 3) | | | | | |
| | | | | | | | | | | Amount | |
| | | | | | | | Data | Evaluation | | or | |
| | | | | | | | • | Expiration | Title | Number | |
| | | | | | | | Exercisable | Date | | of | |
| | | | | Code | V | (A) (D) | | | | Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|----------|-------|--|
| Reporting Owner Name / Runress | Director | 10% Owner | Officer | Other | |
| MURDOCK DAVID H C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | X | X | Chairman | | |
| David H. Murdock Living Trust, dated May 28, 1986, as amended C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | | X | | | |

Signatures

/s/ C. Michael Carter, attorney-in-fact for David H. Murdock 08/17/2012

**Signature of Reporting Person Date

Relationshins

/s/C. Michael Carter, attorney-in-fact for David H. Murdock Living Trust, dated May 28,

1986, as amended

**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) These shares are owned directly by Castle and Cooke Holdings, Inc. and indirectly by Mr. Murdock and the Trust
- (2) Number of shares price per share: 1000000-\$12.43. There was 1 transaction.
- (3) These shares are owned directly by the Trust and indirectly by Mr. Murdock as sole trustee and beneficiary of the Trust

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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