

Mitchell Keith C.
Form 4/A
April 12, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Mitchell Keith C.

(Last) (First) (Middle)

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

(Street)

WESTLAKE VILLAGE, CA 91362

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DOLE FOOD CO INC [DOLE]

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

02/21/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/04/2013

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP and Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	02/21/2013		A	Amount 4,375 (1)	\$ 0 (2)	16,375	D
Common Stock	04/01/2013		F	Amount 4,508 (3)	\$ 10.69 (4)	11,867 (5)	D

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 11.32	02/21/2013		A	26,250 (6)	(7) 02/21/2023	Common Stock	26,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Mitchell Keith C. C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362	VP and Chief Financial Officer

Signatures

/s/ Jeffrey Conner,
attorney-in-fact 04/12/2013

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 of restricted stock vest in full on 02/21/2016. Because of an inadvertent error, the number was incorrectly reported as 9375 shares on Mr. Mitchell's Form 4 filed with the Commission on March 4, 2013.
- (2) Granted as compensation for services.
- (3) 12,000 shares of restricted stock vested in full upon the 4/1/2013 closing of the sale of the Company's worldwide packaged foods and Asia fresh businesses to ITOCHU Corporation; 4,508 of these shares were returned to the Company to cover withholding tax.
- (4) The closing price of the Company's common stock on 4/1/2013, \$10.69 per share, was used to calculate the number of shares to be returned to the Company to cover withholding tax.
- (5) Of these shares, 4,375 are restricted and vest in full on 2/21/2016
- (6) Because of an inadvertent error, the number of stock options granted was incorrectly reported as 56,250 on Mr. Mitchell's Form 4 filed with the Commission on March 4, 2013.
- (7) The stock options vest in three equal annual installments commencing on 02/21/2014.

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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