

EL-NAFFY HANI

Form 4

April 25, 2008

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 *
EL-NAFFY HANI

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)

C/O FRESH DEL MONTE
PRODUCE INC., P.O. BOX 149222

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2008

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
President and COO

CORAL GABLES, FL 33114-9222

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Ordinary Shares ⁽¹⁾ | 04/23/2008 | | M | | 1,700 | A | \$ 29.84 | 1,700 | D |
| Ordinary Shares ⁽¹⁾ | 04/23/2008 | | S | | 1,700 | D | \$ 38.15 | 0 | D |
| Ordinary Shares ⁽¹⁾ | 04/24/2008 | | M | | 102,891 | A | \$ 29.84 | 102,891 | D |
| Ordinary Shares ⁽¹⁾ | 04/24/2008 | | S | | 102,891 | D | \$ 38.1974 | 0 | D |

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

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(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) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|--------------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| 4/27/2005 Employee Options ⁽¹⁾ | \$ 29.84 | 04/23/2008 | | M | | 1,700 | | <u>(2)</u> | 04/27/2015 | Ordinary Shares | 1,700 |
| 4/27/2005 Employee Options ⁽¹⁾ | \$ 29.84 | 04/24/2008 | | M | | 102,891 | | <u>(2)</u> | 04/27/2015 | Ordinary Shares | 102,891 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| EL-NAFFY HANI C/O FRESH DEL MONTE PRODUCE INC. P.O. BOX 149222 CORAL GABLES, FL 33114-9222 | X | | President and COO | |

Signatures

Marissa (Louie) Tenazas, Attorney-in-fact for Hani
El-Naffy

04/25/2008

 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) Option exercises and share sales executed pursuant to a Rule 10b5-1 plan.

(2) The option is currently exercisable with respect to 104,591 shares and will become exercisable with respect to another 40,000 shares on each of 4/27/2008 and 4/27/2009.

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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