ABU GHAZALEH MAHER

Form 4

January 27, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

ABU GHAZALEH MAHER

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to

Issuer

FRESH DEL MONTE PRODUCE

INC [FDP]

(Check all applicable)

(Last) (First)

C/O FRESH DEL MONTE

3. Date of Earliest Transaction

below)

X__ 10% Owner Other (specify

(Month/Day/Year) 01/25/2011

PRODUCE INC., P.O. BOX 149222

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

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

CORAL GABLES, FL 33114

(City)

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio			cquired (A)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)	(any	Code	(Instr. 3,		` ′	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
					(A)		Reported	(I)	(======================================
					or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
0.1			Code V	Amount	(D)	Price	(mstr. 5 and 4)		
Ordinary Shares	01/25/2011		S	8,000	D	\$ 27.3844	2,964,750	D	
Ordinary Shares	01/26/2011		S	8,000	D	\$ 27.4502	2,956,750	D	
Ordinary Shares	01/27/2011		S	3,700	D	\$ 27.2875	2,953,050	D	

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

SEC 1474 (9-02)

Edgar Filing: ABU GHAZALEH MAHER - Form 4

displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Numer Paddress	Director	10% Owner	Officer	Other		
ABU GHAZALEH MAHER						
C/O FRESH DEL MONTE PRODUCE INC.	X					
P.O. BOX 149222		Λ				
CORAL GABLES, FL 33114						

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Maher Abu-Ghazaleh

01/27/2011

**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).

Remarks:

The reporting person is a party to that certain Amendment No. 1 to Amended and Restated Voting Agreement which has been 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.

Reporting Owners 2