

FRESH DEL MONTE PRODUCE INC  
 Form 4  
 September 13, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Rivera Hector  
  
 (Last) (First) (Middle)  
 C/O FRESH DEL MONTE  
 PRODUCE, INC., PO BOX 149222  
  
 (Street)

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)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 VP, Asia Pacific

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 09/09/2016

CORAL GABLES, FL 33114

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

(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 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)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Securities (Instr. 3 and 4)	Security (Instr. 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Units	\$ 57.51	09/09/2016	A		19	(1)	(2)	(3)	Ordinary Shares	7,461	\$ 0
										(4)	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rivera Hector C/O FRESH DEL MONTE PRODUCE, INC. PO BOX 149222 CORAL GABLES, FL 33114			VP, Asia Pacific	

## Signatures

/s/ Bruce Jordan, Attorney-in-fact for Hector Rivera  
Date: 09/13/2016

\*\*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) Reflects DEUs received by the Reporting Person as a result of dividend equivalents accrued with respect to outstanding RSUs and/or PSUs granted to the Reporting Person. Dividend equivalents are accrued at the same rate and at the same time as dividends are paid to Ordinary Shareholders. Dividend equivalents on RSUs and/or PSUs are subject to the same restrictions and vesting conditions as the underlying RSUs and/or PSUs.

(2) Dividend Equivalent Units (DEUs) were granted under the Fresh Del Monte Produce Inc. 2014 Omnibus Share Incentive Plan. Each DEU represents a contingent right to receive one ordinary share of FDP. DEUs are subject to vesting and/or performance criteria based on the underlying Restricted Stock Units (RSUs) and/or Performance Stock Units (RSUs). Certain DEUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of FDP.

(3) DEUs do not have an expiration date.

(4) All of these securities are RSUs, including associated DEUs, which have not yet vested.

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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