

BARTOLI JEAN-PIERRE
Form 4
May 19, 2011

FORM 4

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

OMB APPROVAL

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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 *
BARTOLI JEAN-PIERRE

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)
SVP, Europe & Africa

(Last) (First) (Middle)
C/O FRESH DEL MONTE PRODUCE INC., P.O. BOX 149222
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2011

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 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	(D)	Price			
Ordinary Shares	05/17/2011		M		24,000	A		\$ 15.775	24,000	D	
Ordinary Shares	05/17/2011		M		24,466	A		\$ 22.25	48,466	D	
Ordinary Shares	05/17/2011		S		48,466	D		\$ 26.9552	0	D	
								<u>(1)</u>			

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 15.775	05/17/2011		M	24,000	⁽²⁾ 08/14/2016	Ordinary Shares 24,000
Employee Stock Options	\$ 22.25	05/17/2011		M	24,466	⁽³⁾ 07/30/2018	Ordinary Shares 24,466

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BARTOLI JEAN-PIERRE
C/O FRESH DEL MONTE PRODUCE INC.
P.O. BOX 149222
CORAL GABLES, FL 33114

SVP, Europe & Africa

Signatures

/s/ Bruce Jordan, Attorney-in-fact for Jean-Pierre
Bartoli

05/19/2011

__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).

- This represents the weighted average sales price of the shares. The shares were sold at prices ranging from \$26.8 to \$27.14. Mr. Bartoli
- (1) will provide, upon request of the SEC staff, Fresh Del Monte Produce Inc., or a shareholder of Fresh Del Monte Produce Inc., complete information regarding the number of shares sold at each price within the range.
 - (2) The option is currently exercisable with respect to all underlying shares.

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- (3) The option is currently exercisable with respect to 30,000 shares and will become exercisable with respect to an additional 10,000 shares on each of 7/30/2011 and 07/30/2012.

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.