

DeLorenzo David A.
Form 4
April 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
DeLorenzo David A.

(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)
04/01/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 04/01/2013 | | F | | \$ 31,942 (1) 10.69 (2) | D | |
| Common Stock | 04/01/2013 | | A | | \$ 85,000 (3) 0 (4) | D | |
| Common Stock | 04/01/2013 | | F | | \$ 43,104 (5) 10.69 (6) | D | |
| Common Stock | | | | | 1,500 | I | See Footnote (7) |

| | | | |
|--------------|-------|---|------------------|
| Common Stock | 1,500 | I | See Footnote (8) |
|--------------|-------|---|------------------|

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

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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. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DeLorenzo David A. C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | | X | | |

Signatures

/s/ Jeffrey Conner,
attorney-in-fact
Date: 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) 85,000 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; 31,942 of these shares were returned to the Company to cover withholding tax.

(2)

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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.

- (3) 85,000 performance shares vested in full at target number of shares upon the 4/1/2013 closing of the sale of the Company's worldwide packaged foods and Asia fresh businesses to ITOCHU Corporation.
- (4) Performance shares awards were granted as compensation for services.
- (5) 43,104 of the performance shares that vested were returned to the Company to cover withholding tax.

- (6) 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.

- (7) As UTMA Custodian for grandson's custodial account. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

- (8) As UTMA Custodian for granddaughter's custodial account. The reporting person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership for purposes of Section 16 or for any other purpose.

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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