

FRESH DEL MONTE PRODUCE INC
 Form 3
 April 03, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * ABU-GHAZALEH Wafa (Last) (First) (Middle) C/O FRESH DEL MONTE PRODUCE INC, P.O. BOX 149222 (Street) CORAL GABLES, FL 33114-9222 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/31/2008	3. Issuer Name and Ticker or Trading Symbol FRESH DEL MONTE PRODUCE INC [FDP]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	16,998,924	I	Through IAT Group Inc. ⁽¹⁾

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABU-GHAZALEH WAFA C/O FRESH DEL MONTE PRODUCE INC P.O. BOX 149222 CORAL GABLES, FL 33114-9222	^	^ X	^	^

Signatures

Bruce Jordan, Attorney-in-fact for Wafa Abu-Ghazaleh	04/02/2008
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) IAT Group Inc. directly owns 16,998,924 ordinary shares of Fresh Del Monte Produce Inc. IAT Group Inc. is owned by the members of the Abu-Ghazaleh family, including Wafa Abu-Ghazaleh. Individually, no Abu-Ghazaleh family member owns a controlling interest in IAT Group Inc. Nevertheless, because each of the IAT Group Inc. shareholders votes with the other family members, the Abu-Ghazaleh family jointly controls IAT Group Inc. As a result, each individual Abu-Ghazaleh family member may be deemed to beneficially own all of the ordinary shares directly owned by IAT Group Inc; however, each Abu-Ghazaleh family member disclaims beneficial ownership of such ordinary shares except to the extent of his or her pecuniary interest therein.

Remarks:

Note: Issuer lost its foreign private issuer status as of March 31, 2008, and therefore became subject to the Securities Exchange Act of 1934, as amended.

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.