

DOLE FOOD CO INC
Form 4
November 05, 2013

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 *
Carter C. Michael

(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)
11/01/2013

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)
Pres., COO, GC & Corp. Sec.

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 (D) Price | | |
| Common Stock ⁽¹⁾ | 11/01/2013 | | D | 78,238 | D \$ 13.5 | 0 | D |
| Common Stock ⁽²⁾ | 11/01/2013 | | D | 50,000 | D \$ 13.5 | 0 | D |

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 |
| Stock Option (Right to Buy) | \$ 9.04 | 11/01/2013 | | D | 100,000 | <u>(3)</u> | 11/21/2021 | Common Stock, par value \$0.001 | 100,000 |
| Stock Option (Right to Buy) | \$ 9.74 | 11/01/2013 | | D | 100,000 | <u>(3)</u> | 11/29/2020 | Common Stock, par value \$0.001 | 100,000 |
| Stock Option (Right to Buy) | \$ 11.32 | 11/01/2013 | | D | 200,000 | <u>(4)</u> | 02/21/2023 | Common Stock, par value \$0.001 | 200,000 |
| Stock Option (Right to Buy) | \$ 12.5 | 11/01/2013 | | D | 116,667 | <u>(3)</u> | 10/22/2019 | Common Stock, par value \$0.001 | 116,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Carter C. Michael C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | X | | Pres., COO, GC & Corp. Sec. | |

Signatures

/s/ Genevieve Kelly,
attorney-in-fact

11/05/2013

__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)

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Pursuant to the Agreement and Plan of Merger, dated as of August 11, 2013, among DFC Holdings, LLC, DFC Merger Corp., David H. Murdock and Dole Food Company, Inc., as amended on August 19, 2013 and on September 19, 2013 (the "Merger Agreement"), at the effective time of the merger of DFC Merger Corp. with and into Dole Food Company, Inc. (the "Merger") each share of Dole Food Company, Inc. common stock converted into the right to receive \$13.50 in cash.

Represents shares of restricted stock. Pursuant to the Merger Agreement, each restricted stock award outstanding immediately prior to the effective time of the Merger was converted into the right to receive an amount in cash equal to the product of (i) \$13.50 and (ii) the

- (2) number of shares of Dole Food Company, Inc. common stock subject to such award, which amount will be paid within 15 days after the vesting date of the award, which is 2/21/2016 in the case of the shares reported herein. Payment in respect of the shares of restricted stock reported herein is subject to the reporting person's continued employment with Dole Food Company, Inc. through the vesting date.

- (3) This option, which was fully vested, was cancelled in the Merger in exchange for a cash payment equal to the product of (i) the excess of \$13.50 over the exercise price per share of the option and (ii) the total number of shares underlying the option, which amount will be paid within 15 days after the effective time of the Merger.

- (4) This option, which provided for vesting in equal increments over a three-year period, was cancelled in the Merger in exchange for a cash payment equal to the product of (i) the excess of \$13.50 over the exercise price per share of the option and (ii) the total number of shares underlying the option, which amount will be paid within 15 days after the effective time of the Merger.

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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