

DOLE FOOD CO INC
Form 4
October 30, 2009

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 *
MURDOCK DAVID H

(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)
10/28/2009

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)
Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/28/2009 | | J | | 1,000 ⁽¹⁾ ⁽²⁾ | D | \$ 12.5 |
| | | | | | 51,709,000 | I | |
| Common Stock | 10/28/2009 | | J | | 778 ⁽²⁾ | A | \$ 12.5 |
| | | | | | 778 | I | |
| Common Stock | 10/28/2009 | | J | | 222 ⁽²⁾ | A | \$ 12.5 |
| | | | | | 222 | I | |
| Common Stock | 10/28/2009 | | J | | 51,709,000 ⁽⁶⁾ | D | ⁽⁶⁾ 0 ⁽⁶⁾ |
| | | | | | | I | |

| | | | | | | | | (6) | |
|--------------|------------|---|----------------|-----|---|-----|-------------------|-----|------------------|
| Common Stock | 10/28/2009 | J | 415,200 (8) | (7) | D | (8) | 40,885,086 (7) | I | See Footnote (4) |
| Common Stock | 10/28/2009 | J | 960,000 (9) | (7) | D | (9) | 39,925,086 (7) | I | See Footnote (4) |
| Common Stock | | | | | | | 11,784,914 (7) | I | See Footnote (5) |

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

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(9-02)

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... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| MURDOCK DAVID H C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | X | X | Chairman | |
| David H. Murdock Living Trust, dated May 28, 1986, as amended C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362 | | X | | |

Castle & Cooke Holdings, Inc.
 C/O DOLE FOOD COMPANY, INC.
 ONE DOLE DRIVE
 WESTLAKE VILLAGE, CA 91362

X

Signatures

| | |
|---|------------|
| /s/ C. Michael Carter, attorney-in-fact for David H. Murdock | 10/30/2009 |
| **Signature of Reporting Person | Date |
| /s/ C. Michael Carter, attorney-in-fact for David H. Murdock Living Trust, dated May 28, 1986, as amended | 10/30/2009 |
| **Signature of Reporting Person | Date |
| /s/ C. Michael Carter, attorney-in-fact for Castle & Cooke Holdings, Inc. | 10/30/2009 |
| **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) On October 28, 2009, immediately prior to the merger of DHM Holding Company, Inc. ("DHM") into the issuer (the "Merger"), the issuer effected a forward split of its common stock at a ratio of 51,710-for-1, resulting in DHM directly owning 51,709,000 additional shares of issuer common stock. Each of the share numbers reported herein has been adjusted to reflect this split.

(2) These shares were transferred to the stockholders of DHM, the David H. Murdock Living Trust, dated May 28, 1986, as amended (the "Trust") and Castle & Cooke Holdings, Inc. ("C&C"), on a pro rata basis. The transfer did not result in a change in David Murdock's, the Trust's or C&C's pecuniary interest in these shares.

(3) These shares were owned directly by DHM and indirectly by Mr. Murdock, the Trust and C&C. Mr. Murdock is the sole trustee and beneficiary of the Trust, which (1) prior to the Merger owned a majority interest in DHM, and (2) is the sole stockholder of C&C, which prior to the Merger owned the remaining minority interest in DHM.

(4) These shares are owned directly by the Trust and indirectly by Mr. Murdock as sole trustee and beneficiary of the Trust.

(5) These shares are owned directly by C&C and indirectly by Mr. Murdock and the Trust.

(6) At the effective time of the Merger, these shares, representing all the issued and outstanding shares of issuer common stock owned by DHM, by virtue of the Merger, were cancelled and retired and ceased to exist. No consideration was delivered to DHM in respect thereof.

(7) At the effective time of the Merger, each issued and outstanding share of issuer common stock owned by any person other than DHM, by virtue of the Merger, split into 53,085.2 shares of issuer common stock, resulting in the Trust owning 41,299,508 additional shares of issuer common stock and C&C owning 11,784,692 additional shares of issuer common stock. The number of shares reported has been adjusted to reflect this split.

(8) These shares were redeemed by the issuer in exchange for the transfer to the Trust of an 85% interest in Wellbeing Properties, LLC, and the assumption by the Trust of \$30 million of debt associated with Wellbeing Properties, LLC. This redemption was exempt from Section 16(b) of the Securities Exchange Act of 1934, as amended.

(9) These shares were redeemed by the issuer in exchange for the transfer to the Trust of the issuer's ownership interest in one parcel of idle farmland of approximately 1600 acres in Honduras. This redemption was exempt from Section 16(b) of 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.

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