

Tesoriero Joseph S.
Form 4
December 01, 2010

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 *
Tesoriero Joseph S.

2. Issuer Name and Ticker or Trading Symbol
DOLE FOOD CO INC [DOLE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O DOLE FOOD COMPANY,
INC., ONE DOLE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CFO

(Street)
WESTLAKE VILLAGE, CA 91362

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 Ownership (Instr. 4)			
			Code	V	Amount (A) or Price (D)					
Common Stock	11/29/2010		A		16,667 (1)	A	\$ 0 (2)	68,630 (3)	D	
Common Stock							750	I	See Footnote (4)	
Common Stock							750	I	See Footnote (5)	
Common Stock							750	I	See Footnote (6)	

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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)	Amount of Number of Shares
					V	(A)	(D)			
Stock option (right to buy)	\$ 9.74	11/29/2010		A	V	100,000	<u>(7)</u> 11/29/2020	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tesoriero Joseph S. C/O DOLE FOOD COMPANY, INC. ONE DOLE DRIVE WESTLAKE VILLAGE, CA 91362			EVP & CFO	

Signatures

/s/ Jeffrey Conner,
attorney-in-fact
**Signature of Reporting Person

12/01/2010
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) These shares of restricted stock vest in full on 11/29/2013.
- (2) Granted as compensation for services.
- (3) Of these shares: (a) 16,667 are restricted and vest in full on 11/29/2013; (b) 16,667 are restricted and vest in full on 10/28/2012; and (c) 22,222 are restricted and vest in two remaining equal annual installments commencing on 10/28/2011.
- (4) As UGMA Custodian for eldest son's custodial account.
- (5) As UGMA Custodian for middle son's custodial account.

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(6) As UGMA Custodian for youngest son's custodial account.

(7) The stock options vest in three equal annual installments commencing on 11/29/2011.

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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