

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2010-06-01** | Period of Report: **2010-05-27**
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REPORTING OWNER

BODNER LARRY E

CIK: **1466869**

Type: **4** | Act: **34** | File No.: **001-14335** | Film No.: **10870932**

Mailing Address
*PO BOX 193575
SAN FRANCISCO CA 94119*

ISSUER

DEL MONTE FOODS CO

CIK: **866873** | IRS No.: **133542950** | State of Incorporation: **DE** | Fiscal Year End: **0502**
SIC: **2033** Canned, fruits, veg, preserves, jams & jellies

Mailing Address
*ONE MARKET @ THE
LANDMARK
SAN FRANCISCO CA 94105*

Business Address
*ONE MARKET @ THE
LANDMARK
C/O DEL MONTE CORP
SAN FRANCISCO CA 94105
415-247-3000*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person BODNER LARRY E			2. Issuer Name and Ticker or Trading Symbol DEL MONTE FOODS CO [DLM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Finance		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/27/2010					
PO BOX 193575			4. 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		
(Street) SAN FRANCISCO, CA 94119								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01, Par Value	05/27/2010		E		4,586 ⁽¹⁾	D	\$14.42 ⁽²⁾	59,918 ⁽³⁾	D	
Common Stock, \$0.01, Par Value								6,342 ⁽⁴⁾	I	401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- The 9/21/06 grant of 5,100 and 9/27/07 grant of 7,400 Performance Accelerated Restricted Stock Units (PARS) previously reported on Table 1 vested on May 27, 2010. Pursuant to the terms of the PARS agreement, the Company withheld 4,586 shares (as reported herein) to satisfy the statutory tax withholding requirements relating to such vesting.
- High/low average of Company's stock on date of withholding (i.e. date of vesting).

3. Includes 8,555.54 deferred stock units and 27,600 Performance Accelerated Restricted Stock Units (PARS).
4. Reflects the reporting person's interest in equivalent shares held by the unitized stock fund in the Del Monte 401(k) savings plan (Plan) following the reported event. The unitized stock fund consists of Del Monte common stock (approximately 96% of the fund value) and cash or cash equivalents (approximately 4% of the fund value). The number of shares attributed to the reporting person as a Plan participant and expressed as equivalent shares has been calculated based on the closing price of Del Monte common stock on the date of the reported event and may change from time to time without the volition of the reporting person depending on the fair market value of Del Monte common stock and the amount of cash in the fund.

Signatures

/s/ James Potter, signed pursuant to power of attorney

** Signature of Reporting Person

06/01/2010

Date

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

* 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).

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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