DOLE FOOD CO INC
Form SC 13D/A
October 31, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 14)*

Dole Food Company, Inc.

(Name of Issuer)

Common Stock par value $0.001 per share
(Title of Class of Securities)

256603 101
(CUSIP Number)

Roberta Wieman

10900 Wilshire Boulevard

Los Angeles, California 90024

(310) 208-6055
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 29, 2012
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box. ¨

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 NAMES OF REPORTING PERSONS

David H. Murdock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) Or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

56,674,244

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

56,674,244

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,674,244

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

63.7%[1]

14 TYPE OF REPORTING PERSON

IN, HC

[1] Based upon 88,961,386 shares of Common Stock outstanding as of October 30, 2012, as reported by the Dole transfer agent.

CUSIP No. 256603 101 Page 3 of 6 Pages

1 NAMES OF REPORTING PERSONS

Castle & Cooke Investments, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	7	SOLE VOTING POWER
		11,784,914
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		11,784,914
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,784,914

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%[1]

14 TYPE OF REPORTING PERSON

CO

[1] Based upon 88,961,386 shares of Common Stock outstanding as of October 30, 2012, as reported by the Dole transfer agent.

1 NAMES OF REPORTING PERSONS

Castle & Cooke Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

11,784,914

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

11,784,914

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,784,914

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.2%[1]

14 TYPE OF REPORTING PERSON

CO

[1] Based upon 88,961,386 shares of Common Stock outstanding as of October 30, 2012, as reported by the Dole transfer agent.

This Amendment No. 14 (the Amendment) amends and supplements the Schedule 13D (the Original Schedule 13D) filed with the Securities and Exchange Commission (the SEC) on November 9, 2009 by the Reporting Persons, as previously amended. This Amendment, and the Original Schedule 13D, relate to the shares of Common Stock, par value $0.001 per share (Common Stock) of Dole Food Company, Inc., a Delaware corporation (the Issuer). The principal executive offices of the Issuer are located at One Dole Drive, Westlake Village, California 91362. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Original Schedule 13D. Except as amended and supplemented by this Amendment, the Original Schedule 13D, as previously amended, is not amended or supplemented in any respect.

Item 6. Contracts, Arrangements Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 as previously filed is amended to add the following:

Pursuant to the previously disclosed Forward Purchase Agreement dated as of October 22, 2009 (the Forward Purchase Agreement), the 20 Trading Day period for computing the exchange ratio related to the $0.875 Trust Issued Automatic Common Exchange Securities (MACES) ended on the Trading Day immediately prior to but not including the third Trading Day prior to the exchange date for the MACES, which exchange date is November 1, 2012 (the Exchange Date). Accordingly, pursuant to the terms of the Forward Purchase Agreement and because of the unexpected market closures on October 29, 2012 and October 30, 2012 caused by Hurricane Sandy, the last day of the 20 Trading Day period used for computing the exchange rate for the MACES was October 24, 2012, not October 26, 2012 as previously anticipated.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned s knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 31, 2012

By: /s/ David H. Murdock
Name: David H. Murdock, individually and

as Trustee of the David H. Murdock Living

Trust dated May 28, 1986, as amended

CASTLE & COOKE INVESTMENTS, INC.

By: /s/ Scott A. Griswold
Name: Scott A. Griswold
Title: Executive Vice President

CASTLE & COOKE HOLDINGS, INC.

By: /s/ Scott A. Griswold
Name: Scott A. Griswold
Title: Executive Vice President