

Wise Robert G
Form 4
January 23, 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 *
Wise Robert G

2. Issuer Name and Ticker or Trading Symbol
CONAGRA FOODS INC /DE/ [CAG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Corporate Controller

(Last) (First) (Middle)
C/O CONAGRA FOODS,
INC., ONE CONAGRA DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2013

OMAHA, NE 68102

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/22/2013		M ⁽¹⁾		4,000 A \$ 22.99	8,551	D
Common Stock	01/22/2013		S ⁽¹⁾		4,000 D \$ 31.95	4,551	D
Common Stock	01/22/2013		M ⁽¹⁾		10,000 A \$ 26.8	14,551	D
Common Stock	01/22/2013		S ⁽¹⁾		10,000 D \$ 31.95	4,551	D
Common Stock	01/22/2013		M ⁽¹⁾		5,000 A \$ 21.26	9,551	D

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Common Stock	01/22/2013		<u>S</u> (1)	5,000	D	\$ 31.95	4,551	D		
Common Stock							1.3094	<u>(2)</u>	I	by 401(k) Plan Trust

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 22.99	01/22/2013		<u>M</u> (1)	4,000	<u>(3)</u> 07/07/2015	Common Stock	4,000	
Employee Stock Options (right to buy)	\$ 26.8	01/22/2013		<u>M</u> (1)	10,000	<u>(4)</u> 07/16/2014	Common Stock	10,000	
Employee Stock Options (right to buy)	\$ 21.26	01/22/2013		<u>M</u> (1)	5,000	<u>(5)</u> 07/15/2015	Common Stock	5,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wise Robert G C/O CONAGRA FOODS, INC.			SVP, Corporate	

ONE CONAGRA DRIVE
OMAHA, NE 68102

Controller

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

01/23/2013

**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).

This Form 4 reports the Reporting Person's acquisition and sale of shares, as part of the process of exercising stock options that were

- (1) scheduled to expire in July 2014, July 2015 and July 2014, respectively. The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 26, 2012.
- (2) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of January 4, 2013.
- (3) These stock options became exercisable as to 40% on May 28, 2006, 30% on May 27, 2007, and 30% on May 25, 2008.
- (4) These stock options became exercisable as to 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010.
- (5) These stock options became exercisable as to 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 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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