

CONAGRA FOODS INC /DE/
Form 4
January 06, 2015

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 *
McGough Thomas M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/02/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Consumer Foods

C/O CONAGRA FOODS,
INC., ONE CONAGRA DRIVE, MS
1-330

(Street)

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

OMAHA, NE 68102

(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	01/02/2015		M	10,000 A \$ 19.05	55,788.043	D	
Common Stock	01/02/2015		M	1,264 A \$ 23.9	57,052.043	D	
Common Stock	01/02/2015		S	7,900 (1) D 36.1453 (2)	49,152.043	D	
Common Stock	01/05/2015		M	11,236 A \$ 23.9	60,388.043	D	

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Common Stock	01/05/2015	S	8,779	D	\$ 35.938 (3)	51,609.043	D	
Common Stock						400	I	By wife

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)	\$ 19.05	01/02/2015		M	10,000	(4)	07/14/2016	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 23.9	01/02/2015		M	1,264	(5)	07/19/2017	Common Stock	1,264
Employee Stock Options (right to buy)	\$ 23.9	01/05/2015		M	11,236	(5)	07/19/2017	Common Stock	11,236

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGough Thomas M C/O CONAGRA FOODS, INC.			President, Consumer Foods	

ONE CONAGRA DRIVE, MS 1-330
OMAHA, NE 68102

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

01/06/2015

**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) All of the shares being sold were acquired by the Reporting Person within the past two business days upon the exercise of stock options.
Price reflects a weighted average sale price for multiple transactions ranging from \$36.000 to \$36.270 per share, inclusive. The Reporting
 - (2) Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
Price reflects a weighted average sale price for multiple transactions ranging from \$35.830 to \$35.945 per share, inclusive. The Reporting
 - (3) Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
 - (4) These stock options, originally covering 20,000 shares, became exercisable as to 40% on July 15, 2010, 30% on July 15, 2011, and 30% on July 15, 2012.
 - (5) These stock options, originally covering 12,500 shares, became exercisable as to 40% on July 20, 2011, 30% on July 20, 2012, and 30% on July 20, 2013.

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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