

CONAGRA FOODS INC /DE/  
Form 8-K  
September 30, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

September 24, 2010

ConAgra Foods, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-7275

47-0248710

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One ConAgra Drive, Omaha, Nebraska

68102

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

402-240-4000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders of ConAgra Foods, Inc. (the "Company") was held on September 24, 2010 in Omaha, Nebraska. The matters voted on and the results of the vote were as follows:

I. Our stockholders re-elected the following directors to each serve until the next annual meeting of stockholders or until a respective successor is elected and qualified.

Name: Mogens C. Bay  
Number of Votes For: 316,111,713  
Number of Votes Withheld: 7,238,883  
Broker Non-Votes: 57,592,322

Name: Stephen G. Butler  
Number of Votes For: 320,094,395  
Number of Votes Withheld: 3,256,201  
Broker Non-Votes: 57,592,322

Name: Steven F. Goldstone  
Number of Votes For: 319,525,992  
Number of Votes Withheld: 3,824,604  
Broker Non-Votes: 57,592,322

Name: Joie A. Gregor  
Number of Votes For: 318,856,669  
Number of Votes Withheld: 4,493,927  
Broker Non-Votes: 57,592,322

Name: Rajive Johri  
Number of Votes For: 318,591,247  
Number of Votes Withheld: 4,759,349  
Broker Non-Votes: 57,592,322

Name: W.G. Jurgensen  
Number of Votes For: 274,641,048  
Number of Votes Withheld: 48,709,548  
Broker Non-Votes: 57,592,322

Name: Richard H. Lenny  
Number of Votes For: 320,004,822  
Number of Votes Withheld: 3,345,774  
Broker Non-Votes: 57,592,322

Name: Ruth Ann Marshall  
Number of Votes For: 319,061,032  
Number of Votes Withheld: 4,289,564  
Broker Non-Votes: 57,592,322

Name: Gary M. Rodkin  
Number of Votes For: 319,342,508  
Number of Votes Withheld: 4,008,088  
Broker Non-Votes: 57,592,322

Name: Andrew J. Schindler  
Number of Votes For: 319,881,345  
Number of Votes Withheld: 3,469,251  
Broker Non-Votes: 57,592,322

Name: Kenneth E. Stinson  
Number of Votes For: 316,125,501  
Number of Votes Withheld: 7,225,095

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Broker Non-Votes: 57,592,322

2. Our stockholders ratified the appointment of KPMG LLP, an independent registered public accounting firm, as independent auditors for fiscal 2011.

Number of Votes For: 376,721,292

Number of Votes Against: 3,365,530

Abstain: 856,096

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ConAgra Foods, Inc.

*September 30, 2010*

By: *Colleen Batcheler*

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*Name: Colleen Batcheler*

*Title: Executive Vice President, General Counsel and  
Corporate Secretary*