

CONAGRA FOODS INC /DE/  
Form 4  
May 28, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
KLINEFELTER CHRIS WRIGHT

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)  
ONE CONAGRA DRIVE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/25/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Investor Relations

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)	(A) or (D)	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 Ownership (Instr. 4)
Common Stock	05/25/2008		M	9,804	A	\$ 0	17,630	D
Common Stock	05/25/2008		D	9,804	D	\$ 23.38	7,826	D
Common Stock	05/25/2008		M	8,215	A	\$ 0	16,041	D
Common Stock	05/25/2008		F	2,584	D	\$ 23.38	13,457	D
Common Stock							1,254	I

By 401(k) Plan Trust



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The share equivalent units were granted on July 11, 2003, with a vesting date of May 25, 2008, and include units from dividend equivalent reinvestment. Each unit was settled on a one-for-one basis in cash on the vesting date.

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