Wise Robert G
Form 3
January 19, 2012

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â Wise Robert G
(Last) (First) (Middle)

C/O CONAGRA FOODS, INC.,Â ONE CONAGRA DRIVE
(Street)

OMAHA,Â NEÂ 68102
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
01/17/2012

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Corporate Controller

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0.5451	I	401(k) Plan Trust

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (right to buy)	Â (1)	07/08/2014	Common Stock	5,000	$ 27.52	D	Â
Employee Stock Options (right to buy)	Â (2)	07/07/2015	Common Stock	4,000	$ 22.99	D	Â
Employee Stock Options (right to buy)	Â (3)	07/16/2014	Common Stock	10,000	$ 26.8	D	Â
Employee Stock Options (right to buy)	Â (4)	07/15/2015	Common Stock	12,000	$ 21.26	D	Â
Employee Stock Options (right to buy)	Â (5)	07/14/2016	Common Stock	17,700	$ 19.05	D	Â
Employee Stock Options (right to buy)	Â (6)	07/19/2017	Common Stock	6,600	$ 23.9	D	Â
Restricted Stock Units	Â (7)	Â (8)	Common Stock	3,540	$ (8)	D	Â
Restricted Stock Units	Â (9)	Â (8)	Common Stock	3,960	$ (8)	D	Â
Restricted Stock Units	Â (10)	Â (8)	Common Stock	5,000	$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wise Robert G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA,Â NEÂ 68102	Â	Â	Â VP, Corporate Controller	Â

Signatures

/s/ Lyn Rhoten, attorney-in-fact	01/19/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Options vested 40% on May 29, 2005, 30% on May 28, 2006, and 30% on May 27, 2007.

(2) Options vested 40% on May 28, 2006, 30% on May 27, 2007, and 30% on May 25, 2008.

(3) Options vested 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010.

(4) Options vested 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011.

(5) Options vested 40% on July 15, 2010 and 30% on July 15, 2011, and will vest 30% on July 15, 2012.

(6) Options vested 40% on July 20, 2011, and will vest 30% on July 20, 2012 and 30% on July 20, 2013.

(7) Restricted stock units vest 100% on July 15, 2012.

(8) Each unit is the economic equivalent of one share of ConAgra Foods common stock and will be settled in ConAgra Foods common stock on the vesting date.

(9) Restricted stock units vest 100% on July 20, 2013.

(10) Restricted stock units vest 100% on July 11, 2014.

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Remarks:

PowerÂ ofÂ AttorneyÂ isÂ attached.

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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