## Edgar Filing: BUTLER STEPHEN G - Form 4

BUTLER STI	EPHEN G										
Form 4											
June 04, 2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
Check this	UNITE	Washington, D.C. 20549							OMB Number:	3235-0287	
if no longe	r									January 31, 2005	
subject to	SIAIE	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a	average	
Section 16 Form 4 or	).			SECURI	TIES				burden hou response	•	
Form 5	Filed p	ursuant to	Section 16	6(a) of the	Securiti	es Ex	cchang	ge Act of 1934,	16300136	0.0	
obligation may contin		7(a) of the	Public Ut	ility Hold	ing Com	pany	Act o	of 1935 or Section	n		
See Instruc		30(h)	of the Inv	vestment (	Company	y Act	of 19	40			
1(b).											
(Print or Type Ro	esponses)										
BUTLER STEPHEN G Symbol				Issuer Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
			2	AGRA FOODS INC /DE/							
								(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	nsaction			X Director		6 Owner	
			th/Day/Year)				Officer (give titleOther (specifybelow)below)				
	FRA FOODS, CONAGRA DI	RIVE	05/31/20	)12							
INC., ONL C			4 16 4	1	0.1.1				·	(7)	
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
1 neu(won				Jilli Day Tear)				_X_ Form filed by One Reporting Person			
OMAHA, NI	E 68102							Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction D			3. Terrer et :-	4. Securi			5. Amount of	6. Ownership Form: Direct		
Security (Instr. 3)	(Month/Day/Yea	ar) Execution	Execution Date, if any		TransactionAcquired (A) or Code Disposed of (D)					Indirect Beneficial	
			/Day/Year)	ny/Year) (Instr. 8) (Instr. 3, 4 and 5)				Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A) or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	05/31/2012			М	5,014	А	<u>(1)</u>	41,799 <u>(2)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	Transaction of Derivative Code Securities		Derivative Expiration Date curities (Month/Day/Year) quired ) or sposed of ) str. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	05/31/2012		М	5,014	<u>(1)</u>	(1)	Common Stock	5,014	3

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BUTLER STEPHEN G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х						
Signatures							
/s/ Julie Griffin, Attorney-in-fact	06/0	4/2012					
<u>**</u> Signature of Reporting Person	E	ate					

## **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) The restricted stock units were granted on May 31, 2011 and vested on May 31, 2012. Each restricted stock unit represented the right to receive one share of the Issuer's common stock on the vesting date.

Includes 392 additional shares of the Issuer's common stock acquired through the Issuer's dividend reinvestment plan on July 1, 2011, (2) October 3, 2011, January 3, 2012 and April 2, 2012 and 192 additional shares of the Issuer's common stock acquired through dividend

equivalent rights.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.