

Maass Paul T
Form 4
April 09, 2013

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 *
Maass Paul T

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)
04/08/2013

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

C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE
(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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/08/2013		M			15,000	A	\$ 27.52	29,575	D	
Common Stock	04/08/2013		M			15,000	A	\$ 22.99	44,575	D	
Common Stock	04/08/2013		M			40,000	A	\$ 26.8	84,575	D	
Common Stock	04/08/2013		M			40,000	A	\$ 21.26	124,575	D	
Common Stock	04/08/2013		S			88,850	D	\$ 34.3215	35,725	D	

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(1)

Common
Stock

4,703.0963

I

By 401(k)
Plan
Trust

(2)

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

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(9-02)

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	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 27.52	04/08/2013		M	15,000	(3) 07/08/2014	Common Stock	15,000	
Employee Stock Options (right to buy)	\$ 22.99	04/08/2013		M	15,000	(4) 07/07/2015	Common Stock	15,000	
Employee Stock Options (right to buy)	\$ 26.8	04/08/2013		M	40,000	(5) 07/16/2014	Common Stock	40,000	
Employee Stock Options (right to buy)	\$ 21.26	04/08/2013		M	40,000	(6) 07/15/2015	Common Stock	40,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maass Paul T C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102			President, Commercial	

Signatures

/s/ Lyn Rhoten, attorney-in-fact
Date: 04/09/2013

**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).

Price reflects a weighted average sale price for multiple transactions ranging from \$34.2000 to \$34.4800 per share, inclusive. The

- (1) Reporting 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.
- (2) Reflects updated holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of March 29, 2013.
- (3) These stock options became exercisable as to 40% on May 29, 2005, 30% on May 28, 2006 and 30% on May 27, 2007.
- (4) These stock options became exercisable as to 40% on May 28, 2006, 30% on May 27, 2007 and 30% on May 25, 2008.
- (5) These stock options became exercisable as to 40% on May 25, 2008, 30% on May 31, 2009 and 30% on May 30, 2010.
- (6) These stock options became exercisable as to 40% on July 16, 2009, 30% on July 16, 2010 and 30% on July 16, 2011.

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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