#### CONAGRA FOODS INC /DE/

Form 4 July 05, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005 Estimated average

> 10% Owner Other (specify

0.5

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**GREGOR JOIE A** 

2. Issuer Name and Ticker or Trading

Symbol

CONAGRA FOODS INC /DE/ [CAG]

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O CONAGRA FOODS.

(First)

(State)

INC., ONE CONAGRA DRIVE

(Street) 4. If Amendment, Date Original

(Zip)

(Middle)

Filed(Month/Day/Year)

(Month/Day/Year)

07/02/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_\_ Director

Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of an Paneficially Ov

**OMAHA, NE 68102** 

(City)

| (- 3)                                | (······)                                | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \                       | oie I - Non-  | Derivative | Secui            | rities Acquii        | rea, Disposea oi,                              | or Beneficiali    | y Ownea   |
|--------------------------------------|---|---|---|------------|------------------|----------------------|--|-------------------|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) |            |                  |                      | Beneficially Form: Owned Direct (D)            | Ownership         | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|                                      |   |   | Code V  | Amount     | (A)<br>or<br>(D) | Price                | Reported<br>Transaction(s)<br>(Instr. 3 and 4) | (I)<br>(Instr. 4) |   |
| Common<br>Stock                      | 07/02/2013                              |   | M   | 15,000     | A                | \$ 21.47             | 42,382 (1)                                     | D                 |   |
| Common<br>Stock                      | 07/02/2013                              |   | S   | 13,000     | D                | \$<br>35.2853<br>(2) | 29,382   | D                 |   |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | 5. Number of orDerivative 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) |                                     |
|---|---|---|---|--|---|--------|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                 | (A)   | (D)    | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Director<br>Stock<br>Option<br>(right to<br>buy)    | \$ 21.47  | 07/02/2013                              |   | M                                      |   | 15,000 | 03/25/2010   | 09/24/2019         | Common<br>Stock   | 15,000                              |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director      | 10% Owner | Officer | Other |  |  |  |
| GREGOR JOIE A                  |               |           |         |       |  |  |  |
| C/O CONAGRA FOODS, INC.        | X             |           |         |       |  |  |  |
| ONE CONAGRA DRIVE              | Λ             |           |         |       |  |  |  |
| OMAHA, NE 68102                |               |           |         |       |  |  |  |

## **Signatures**

/s/ Julie Griffin, attorney-in-fact

07/05/2013

\*\*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).
- (1) Includes 117 shares acquired through a dividend equivalent reinvestment feature since the date of the Reporting Person's last report. Also includes 37 additional shares of the Issuer's common stock acquired through dividend equivalent rights.
- Price reflects a weighted average sale price for multiple transactions ranging from \$35.2700 to \$35.2901 per share, inclusive. The (2) 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.

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.

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