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CONAGRA Form 4 April 03, 200	FOODS INC /D)7	E/									
FORM	ГЛ								OMB APPROVAL		
					TIES AND EXCHANGE COMMISSION nington, D.C. 20549				OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or			F CHAN	GES IN I SECUR		ICIA	LOW	NERSHIP OF	Expires: January 3 200 Estimated average burden hours per response 0		
Form 5 obligation may conti <i>See</i> Instru 1(b).	inue. Section 17	(a) of the l	Public Ut		ling Con	npany	y Act of	e Act of 1934, f 1935 or Section 40		0.0	
(Print or Type R	Responses)										
BUTLER STEPHEN G Symbol CONAC			er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
			[CAG]					(Check all applicable)			
(Last) 3108 WEST		Middle)	3. Date of (Month/D 04/01/20	-	ansaction			X_ Director Officer (give below)		Owner er (specify	
			ndment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person				
LEAWOOD	, KS 66211							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
G				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)			
Common Stock	04/01/2007			А	1,040	А	24.91 (1)	19,182	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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BUTLER STEPHEN G 3108 WEST 117TH LEAWOOD, KS 66211	Х						
Signatures							
Colleen Batcheler, Attorney-in-fact		04/03/2007					
**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) These shares were acquired pursuant to the directors' deferred compensation plan.

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.