

CONAGRA FOODS INC /DE/  
Form 3  
February 22, 2008

**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Batcheler Colleen		(Month/Day/Year)	CONAGRA FOODS INC /DE/ [CAG]	
(Last)	(First)	(Middle)	02/14/2008	
ONE CONAGRA DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
OMAHA,Â NEÂ 68102			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP and General Counsel	

**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	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable      Expiration Date	Title      Amount or Number of			

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				Shares		(I) (Instr. 5)	
Options (right to buy)	Â (1)	07/12/2013	Common Stock	20,000	\$ 22	D	Â
Options (right to buy)	Â (2)	07/16/2014	Common Stock	28,000	\$ 26.8	D	Â
Share Equivalent Units	Â (3)	05/31/2009	Common Stock	4,000	\$ (6)	D	Â
Share Equivalent Units	Â (4)	09/27/2009	Common Stock	5,000	\$ (6)	D	Â
Share Equivalent Units	Â (5)	05/30/2010	Common Stock	5,600	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Batcheler Colleen ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â SVP and General Counsel	Â

## Signatures

Colleen  
Batcheler 02/22/2008

\_\_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 vest 40% on May 27, 2007, 30% on May 25, 2008, 30% on May 31, 2009

(2) Options vest 40% on May 25, 2008, 30% on May 31, 2009, 30% on May 30, 2010

(3) Share equivalent units vest 100% on May 31, 2009

(4) Share equivalent units vest 100% on September 27, 2009

(5) Share equivalent units vest 100% on May 30, 2010

(6) 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

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.