

Biegger David
 Form 4
 November 06, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
 Biegger David

(Last) (First) (Middle)

C/O CONAGRA BRANDS, INC., 222 W. MERCHANDISE MART PLAZA, STE 1300

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CONAGRA BRANDS INC. [CAG]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/02/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP,Chief Supply Chain Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code V | Amount (1) | (2) | |
| Common Stock | 11/02/2018 | | M | A | \$ 0 | 37,948 | D |
| Common Stock | 11/02/2018 | | F | D | \$ 35 | 35,056 | D |
| Common Stock | 11/02/2018 | | M | A | \$ 0 | 44,848 | D |
| Common Stock | 11/02/2018 | | F | D | \$ 35 | 40,510 | D |

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

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SEC 1474
(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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 11/02/2018 | | M | 6,528 ⁽¹⁾ | ⁽²⁾ | ⁽²⁾ | Common Stock | 6,528 ⁽¹⁾ |
| Restricted Stock Units | \$ 0 ⁽⁴⁾ | 11/02/2018 | | M | 9,792 ⁽³⁾ | ⁽⁴⁾ | ⁽⁴⁾ | Common Stock | 9,792 ⁽³⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Biegger David C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654 | | | EVP, Chief Supply Chain Officer | |

Signatures

/s/ Colleen Batcheler, attorney-in-fact
11/06/2018
**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) Reflects an antidilution adjustment to the number of Restricted Stock Units ("RSUs") held by the Reporting Person, which antidilution adjustment was made prior to the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from the Issuer on

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November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 14,576.

(2) The RSUs were granted on November 2, 2015 and vested as to 33.33% on each of November 17, 2016 and November 2, 2017, and vested as to 33.34% on November 2, 2018. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

(3) Reflects an antidilution adjustment to the number of RSUs held by the Reporting Person, which antidilution adjustment was made prior to the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from the Issuer on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 7,288.

(4) The RSUs were granted on November 2, 2015 and vested on November 2, 2018. Each RSU represented the contingent right to receive one share of the Issuer's 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.

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