#### CONAGRA FOODS INC /DE/

Form 4 July 15, 2014

## FORM 4

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

Check this box if no longer subject to

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

Section 16.

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

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wise Robert G Issuer Symbol CONAGRA FOODS INC /DE/ (Check all applicable) [CAG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) C/O CONAGRA FOODS. 07/11/2014 SVP, Corporate Controller INC., ONE CONAGRA DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **OMAHA, NE 68102** 

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

						,	,	•
1.Title of Security (Instr. 3)		3. Transaction Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	07/11/2014	M	5,000	A	\$ 0	12,229	D	
Common Stock	07/11/2014	F	1,612	D	\$ 30.59	10,617	D	
Common Stock						1.3668 <u>(1)</u>	I	401(k) Plan Trust

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

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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 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 Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exer Expiration D (Month/Day	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	\$ 0 (2)	07/11/2014		M		5,000	(2)	(2)	Common Stock	5,00
Employee Stock Options (right to buy)	\$ 30.89	07/14/2014		A	57,482		(3)	07/13/2024	Common Stock	57,48

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 6	Director	10% Owner	Officer	Other		
Wise Robert G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE			SVP, Corporate			
OMAHA, NE 68102			Controller			

### **Signatures**

/s/ Lyn Rhoten, Attorney-in-fact 07/15/2014

\*\*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 holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of July 8, 2014.
- (2) The restricted stock units were granted on July 11, 2011 and vested on July 11, 2014. Each unit represented the right to receive one share of ConAgra Foods common stock on the vesting date.
- (3) Options become exercisable as to 40% on July 14, 2015, 30% on July 14, 2016, and 30% on July 14, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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