

CONAGRA FOODS INC /DE/
Form 4
July 20, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Wise Robert G

2. Issuer Name and Ticker or Trading Symbol
CONAGRA FOODS INC /DE/ [CAG]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/16/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Corporate Controller

OMAHA, NE 68102

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

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

(City) (State) (Zip)

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 | | |
| Common Stock | 07/16/2015 | | M | 7,000 | A \$ 0 ⁽¹⁾ | 20,883 | D |
| Common Stock | 07/16/2015 | | F | 2,265 | D \$ 44.62 | 18,618 | D |
| Common Stock | | | | | | 1,4025 ⁽²⁾ | I By 401(k) Plan Trust |

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

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SEC 1474 (9-02)

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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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 07/16/2015 | | M | 7,000 | ⁽¹⁾ / ⁽¹⁾ | Common Stock | 7,000 |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 07/17/2015 | | A | 6,223 | ⁽⁴⁾ / ⁽⁴⁾ | Common Stock | 6,223 |

Reporting Owners

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

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

07/20/2015

**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 shares acquired upon the vesting of restricted stock units that were granted on July 16, 2012 and vested on July 16, 2015. Each unit represented the right to receive one share of ConAgra Foods common stock on the vesting date.
- (2) Reflects updated holdings under the ConAgra Foods Inc. 401(k) plan. The information in this report is based on a plan statement of July 17, 2015.
- (3) Each restricted stock unit represents a contingent right to receive one share of ConAgra Foods common stock upon settlement.
- (4) Restricted stock units vest on July 17, 2018, or earlier upon certain events.

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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