

CONAGRA FOODS INC /DE/
Form 3
August 09, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 and Ticker or Trading Symbol	
Â PEREZ PETER M		(Month/Day/Year)	CONAGRA FOODS INC /DE/ [CAG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		07/31/2007		
ONE CONAGRA DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
OMAHA,Â NEÂ 68102			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
	(City)	(State)	EVP Human Resources	
	(Zip)			

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	41,107	D	Â
Common Stock	117	I ⁽¹⁾	By 401(k) Trust

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options (right to buy)	Â <u>(2)</u>	02/11/2014	Common Stock	70,000	\$ 26.17	D	Â
Options (right to buy)	Â <u>(3)</u>	07/24/2015	Common Stock	80,000	\$ 23.14	D	Â
Options (right to buy)	Â <u>(4)</u>	07/12/2013	Common Stock	120,000	\$ 22	D	Â
Options (right to buy)	Â <u>(5)</u>	07/16/2014	Common Stock	120,000	\$ 26.8	D	Â
Share Equivalent Units	Â <u>(6)</u>	05/31/2009	Common Stock	8,883	\$ <u>(7)</u>	D	Â
Share Equivalent Units	Â <u>(6)</u>	05/31/2009	Common Stock	8,883	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ PETER M ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â EVP Human Resources	Â

Signatures

Colleen Batcheler,
Attorney-in-fact

08/09/2007

__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) Reflects holdings in the plan as of July 31, 2007
- (2) Currently exercisable
- (3) The option became vested as to 40% on May 28, 2006, 30% on May 27, 2007; the remaining 30% vests and becomes exercisable on May 25, 2008
- (4) The option became vested as to 40% on May 27, 2007; 30% becomes exercisable on May 25, 2008 and 30% on May 31, 2009
- (5) The option will become vested as to 40% on May 25, 2008; 30% becomes exercisable on May 31, 2009 and 30% on May 30, 2010
- (6) Share equivalent units vest 100% on May 31, 2009
- (7) 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
- (8) Each unit is the economic equivalent of one share of ConAgra foods common stock and will be settled in cash 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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