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CONAGRA FOODS INC /DE/  
Form 8-K  
August 09, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

August 9, 2005  
Date of report (Date of earliest event reported)

ConAgra Foods, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

1-7275  
(Commission File Number)

47-0248710  
(IRS Employer Identification No.)

One ConAgra Drive  
Omaha, NE  
(Address of Principal Executive Offices)

68102  
(Zip Code)

(402) 595-4000  
(Registrant's Telephone Number,  
Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On August 9, 2005, ConAgra Foods sold its remaining 15,443,054 shares of Pilgrim's Pride common stock to Pilgrim's Pride. The purchase agreement is attached hereto as Exhibit 99.1 and incorporated herein by reference. A press release announcing the sale is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 Purchase and Amendment Agreement dated August 3, 2005, incorporated herein by reference to Exhibit 1.1 of ConAgra Foods' Schedule 13D (Amendment No. 2) dated August 3, 2005.

Exhibit 99.2 Press release dated August 4, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONAGRA FOODS, INC.

Date: August 9, 2005

By: /s/ Frank S. Sklarsky

Name: Frank S. Sklarsky  
Title: Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description	Page No.
Exhibit 99.1	Purchase and Amendment Agreement dated August 3, 2005, incorporated herein by reference to Exhibit 1.1 of ConAgra Foods' Schedule 13D (Amendment No. 2) dated August 3, 2005	
Exhibit 99.2	Press release dated August 4, 2005.....	