

CONAGRA FOODS INC /DE/  
Form 4  
April 09, 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 \*  
BAY MOGENS C

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)

3. Date of Earliest Transaction (Month/Day/Year)  
04/07/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE

(Street)

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

OMAHA, NE 68102

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/07/2015		M		9,000 A \$ 22.81	76,454	D
Common Stock	04/07/2015		M		9,000 A \$ 24.54	85,454	D
Common Stock	04/07/2015		M		9,000 A \$ 25.82	94,454	D
Common Stock	04/07/2015		M		9,000 A \$ 19.65	103,454	D
Common Stock	04/07/2015		M		15,000 A \$ 21.47	118,454	D

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Common Stock	04/07/2015	S	30,495 <u>(1)</u>	D	\$ 37.962 <u>(2)</u>	87,959	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Options (right to buy)	\$ 22.81	04/07/2015		M	9,000	03/22/2006 <sup>(3)</sup> 09/21/2015	Common Stock 9,000
Director Stock Options (right to buy)	\$ 24.54	04/07/2015		M	9,000	03/27/2007 <sup>(3)</sup> 09/27/2016	Common Stock 9,000
Director Stock Options (right to buy)	\$ 25.82	04/07/2015		M	9,000	03/27/2008 <sup>(3)</sup> 09/26/2017	Common Stock 9,000
Director Stock Options (right to buy)	\$ 19.65	04/07/2015		M	9,000	03/25/2009 <sup>(3)</sup> 09/24/2018	Common Stock 9,000
Director Stock Options (right to buy)	\$ 21.47	04/07/2015		M	15,000	03/25/2010 <sup>(3)</sup> 09/24/2019	Common Stock 15,000

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAY MOGENS C C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	X			

## Signatures

/s/ Lyn Rhoten, attorney-in-fact	04/09/2015
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          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) All of the shares being sold were acquired by the Reporting Person within the past two business days upon the exercise of stock options.  
Price reflects a weighted average sale price for multiple transactions ranging from \$37.92 to \$37.99 per share, inclusive. The Reporting
- (2) Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) The option became fully exercisable 6 months from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.