

CONAGRA FOODS INC /DE/

Form 4

June 10, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RODKIN GARY M**

(Last) (First) (Middle)

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

(Street)

**OMAHA, NE 68102**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/09/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President and CEO**

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 06/09/2014                              |                                                             | M <sup>(1)</sup>                     |                                                                         | 50,000                                                                                                             | A \$ 26.8                                                               | 689,765 D                                                         |
| Common<br>Stock                       | 06/09/2014                              |                                                             | S <sup>(1)</sup>                     |                                                                         | 50,000<br>(2)                                                                                                      | D \$<br>32.647<br>(3)                                                   | 639,765 D                                                         |

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

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information contained in this form are not  
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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| Employee Stock Options (right to buy)      | \$ 26.8                                                | 06/09/2014                           |                                                    | M <sup>(1)</sup>               | 50,000                                                                                  | <sup>(4)</sup> 07/16/2014                                | Common Stock 50,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |                   |       |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                  | Director      | 10% Owner | Officer           | Other |
| RODKIN GARY M<br>C/O CONAGRA FOODS, INC.<br>ONE CONAGRA DRIVE<br>OMAHA, NE 68102 | X             |           | President and CEO |       |

## Signatures

/s/ Lyn Rhoten,  
Attorney-in-fact

06/10/2014

\_\_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).

- This exercise of stock options reported in this Form 4 relates to the Reporting Person's acquisition and sale of shares, as part of the
- (1) process of exercising stock options that were scheduled to expire in July 2014. The exercise and sale were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on March 26, 2014.
  - (2) All of the shares being sold were acquired by the Reporting Person upon the exercise of stock options.
  - (3) Price reflects a weighted average sale price for multiple transactions ranging from \$32.59 to \$32.76 per share, inclusive. The Reporting 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.
  - (4) These stock options, originally covering 500,000 shares, became exercisable as to 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010.

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.