

CONAGRA FOODS INC /DE/  
Form 4  
July 07, 2016

**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 \*  
Gehring John

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)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP and CFO

C/O CONAGRA FOODS, INC., 222  
W. MERCHANDISE MART  
PLAZA, STE 1300

07/05/2016

(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

CHICAGO, IL 60654

(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  | Price  |   |
| Common Stock                    | 07/05/2016                           |  | M                              |   | 97,743  | A \$ 36.89   | 157,452 D   |
| Common Stock                    | 07/05/2016                           |  | M                              |   | 61,314  | A \$ 30.89   | 218,766 D   |
| Common Stock                    | 07/05/2016                           |  | S                              |   | 159,057<br>(1)  | D \$ 48.1404<br>(2)                                      | 59,709 D  |
| Common Stock                    |                                      |  |                                |   |   |  | 132,063 I   |
|                                 |                                      |  |                                |   |   |  | By Spouse   |

|                 |                           |                               |
|-----------------|---------------------------|-------------------------------|
| Common<br>Stock | 729.8351 <sup>(3)</sup> I | By<br>401(k)<br>Plan<br>Trust |
|-----------------|---------------------------|-------------------------------|

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

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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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D)                        |
| Employee Stock Options (right to buy)      | \$ 36.89   | 07/05/2016                           |  | M                              | 97,743  | <sup>(4)</sup> 07/14/2023                                |   | Common Stock | 97,743                     |
| Employee Stock Options (right to buy)      | \$ 30.89   | 07/05/2016                           |  | M                              | 61,314  | <sup>(5)</sup> 07/13/2024                                |   | Common Stock | 61,314                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                             |
|---|---|
|   | Director    10% Owner    Officer    Other |
| Gehring John<br>C/O CONAGRA FOODS, INC.<br>222 W. MERCHANDISE MART PLAZA, STE 1300<br>CHICAGO, IL 60654 | EVP and CFO                               |

## Signatures

/s/ Christine Herbas,  
Attorney-in-fact

07/07/2016

\_\_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 the weighted average sale price for multiple transactions that ranged from \$48.00 to \$48.26 per share. The reporting person
  - (2) undertakes to provide, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
  - (3) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of July 1, 2016.
  - (4) These stock options, originally covering 139,632 shares, became exercisable as to 40% on July 15, 2014 and 30% on July 15, 2015, and will become exercisable as to 30% on July 15, 2016.
  - (5) These stock options, originally covering 153,285 shares, became exercisable as to 40% on July 14, 2015, and will become exercisable as to 30% on July 14, 2016, and 30% on July 14, 2017.

### Remarks:

Exhibit 24- Power of Attorney is attached

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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