Edgar Filing: CONAGRA FOODS INC /DE/ - Form 4

CONAGRA FOO Form 4 July 13, 2016	DDS INC /D	E/								
FORM 4 Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Filed pur Section 17(MENT OF rsuant to S (a) of the I	Wa F CHAN Section 1 Public U	NGES IN SECUE	, D.C. 20 BENEF RITIES ne Securi ding Cor	ICIA ties E	LOV Exchar y Act	COMMISSION WNERSHIP OF nge Act of 1934, of 1935 or Section 940	N OMB Number: Expires: Estimated burden hou response	urs per
(Print or Type Respo 1. Name and Addres Biegger David (Last) C/O CONAGRA	ss of Reporting (First) (Middle)	Symbol CONA [CAG] 3. Date c	er Name and GRA FO(of Earliest Tr Day/Year)	ODS INC		C	Director X Officer (give below)	eck all applicabl ve title 109 ve title Oth below)	e) % Owner her (specify
W. MERCHAN PLAZA, STE 13	DISE MART		4. If Am	endment, Day/Yea	-	ıl		EVP,Chie 6. Individual or . Applicable Line)	of Supply Chain Joint/Group Fili	
CHICAGO, IL 6			Theu(with	nui/Day/Tea	1)			_X_ Form filed by Form filed by Person		
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities A	cquired, Disposed	of, or Beneficia	lly Owned
	ansaction Date nth/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and (A) or)	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)
Reminder: Report of	n a separate line	e for each cla	ass of sec	urities benef	•		•	or indirectly.	otion of	SEC 1474

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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
Employee Stock Options (right to buy)	\$ 48.11	07/11/2016		A	39,054		<u>(1)</u>	07/10/2026	Common Stock	39,054
Restricted Stock Units	(2)	07/11/2016		А	6,509		(3)	(3)	Common Stock	6,509

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Biegger David C/O CONAGRA FOODS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654			EVP,Chief Supply Chain Officer			
Signatures						
/s/ Christine Herbas ,						

75/ Chilistine Herbas,			
Attorney-in-fact	07/13/2016		
**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) These stock options will become exercisable as to 33.33% on July 11, 2017, 33.33% on July 11, 2018, and 33.34% on July 11, 2019.
- (2) Each restricted stock unit represents a contingent right to receive one share of ConAgra Foods common stock upon settlement.
- (3) Restricted stock units vest on July 11, 2019, or earlier upon certain events.

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. 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.