### Edgar Filing: RODKIN GARY M - Form 4

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Form 4											
FORN	ЛЛ								OMB AF	PROVAL	
		AND EXCHANGE COMMISSION , D.C. 20549				OMB Number:	3235-0287				
Check th if no lon subject to Section Form 4 Form 5 obligation may con See Inst	ager <b>STATE</b> 16. or Filed pu ons Section 17	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ction 17(a) of the Public Utility Holding Company Act of 1935 or Sectior 30(h) of the Investment Company Act of 1940							January 31, 2005Expires:2005Estimated average burden hours per response0.5		
1(b). (Print or Type	Responses)										
1. Name and A RODKIN (	2. Issuer Name <b>and</b> Ticker or Trading Symbol CONAGRA FOODS INC /DE/ [CAG]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O CONA INC., ONE	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012					_X_ Director10% Owner _X_ Officer (give titleOther (specify below) President and CEO					
			Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
OMAHA, I	NE 68102							Form filed by Mo Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	rities Acqu	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date, if any (Month/Day/Year)			4. Securiti onor Dispose (Instr. 3, 4	ed of (		Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/03/2012			Code V M <u>(1)</u>	Amount 50,000	(D) A	Price \$ 22	(Instr. 3 and 4) 650,736	D		
Common Stock	12/03/2012			S <u>(1)</u>	50,000 (2)	D	\$ 29.8637 (3)	7 600,736	D		

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. Transactio Code (Instr. 8)			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)	\$ 22	12/03/2012		M <u>(1)</u>		50,000	<u>(4)</u>	07/12/2013	Common Stock	50,000

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Othe			
RODKIN GARY M C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х		President and CEO				
Signatures							
/s/ Lyn Rhoten, Attorney-in-fact	12/04	4/2012					
**Signature of Reporting Person	Da	ate					

## **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
 process of exercising stock options that were scheduled to expire in July 2013. The exercise and sale were effected pursuant to a previously disclosed Rule 10b5-1 trading plan adopted by the Reporting Person on September 25, 2012.

(2) All of the shares being sold were acquired by the Reporting Person upon the exercise of stock options.

Price reflects a weighted average sale price for multiple transactions ranging from \$29.80 to \$29.93 per share, inclusive. The Reporting

(3) 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 became exercisable as to 40% on May 27, 2007, 30% on May 25, 2008, and 30% on May 31, 2009.

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.