Gehring John Form 4 February 11, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Gehring John

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

02/07/2013

CONAGRA FOODS INC /DE/ [CAG]

(Check all applicable)

EVP and CFO

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Officer (give title below)

10% Owner Other (specify

C/O CONAGRA FOODS,

(Street)

INC., ONE CONAGRA DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Director

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

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. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				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)
Common Stock	02/07/2013		M(1)	1 11110 4110	A	\$ 16.99	181,039	D	
Common Stock	02/07/2013		S <u>(1)</u>	40,000	D	\$ 33.2004 (2)	141,039	D	
Common Stock	02/07/2013		M(1)	60,000	A	\$ 19.05	201,039	D	
Common Stock	02/07/2013		S <u>(1)</u>	60,000	D	\$ 33.1871 (3)	141,039	D	

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Common Stock	02/07/2013	M(1)	40,000	A	\$ 21.26	181,039	D		
Common Stock	02/07/2013	S <u>(1)</u>	40,000	D	\$ 33.1962 (4)	141,039	D		
Common Stock						666.4509 (5)	I	by 401(k) Plan Trust	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.									
			inforn requii	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					

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

number.

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of ctionDerivative Securities 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)	\$ 16.99	02/07/2013		M <u>(1)</u>		40,000	<u>(6)</u>	01/15/2016	Common Stock	40,000
Employee Stock Options (right to buy)	\$ 19.05	02/07/2013		M <u>(1)</u>		60,000	<u>(7)</u>	07/14/2016	Common Stock	60,000
Employee Stock Options (right to buy)	\$ 21.26	02/07/2013		M <u>(1)</u>		40,000	(8)	07/15/2015	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gehring John

C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102

EVP and CFO

Signatures

/s/ Lyn Rhoten, attorney-in-fact

02/11/2013

**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) This Form 4 reports the Reporting Person's exercise of options and sale of shares that were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 7, 2013.
- Price reflects a weighted average sale price for multiple transactions ranging from \$32.92 to \$33.36 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.
- Price reflects a weighted average sale price for multiple transactions ranging from \$32.91 to \$33.35 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.
- Price reflects a weighted average sale price for multiple transactions ranging from \$32.95 to \$33.36 per share, inclusive. The Reporting (4) 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.
- (5) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of February 1, 2013.
- (6) These stock options, originally covering 40,000 shares, became exercisable as to 40% on January 16, 2010, 30% on January 16, 2011, and 30% on January 16, 2012.
- (7) These stock options, originally covering 160,000 shares, became exercisable as to 40% on July 15, 2010, 30% on July 15, 2011, and 30% on July 15, 2012.
- (8) These stock options, originally covering 80,000 shares, became exercisable as to 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011.

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.

Reporting Owners 3