

Hawaux Andre J
Form 4
April 12, 2013

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hawaux Andre J

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, Consumer Foods

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

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

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. 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 | (A) or (D) | Price | | |
| Common Stock | 04/11/2013 | | M | | 10,000 | A | \$ 25.76 | 160,192 | D |
| Common Stock | 04/11/2013 | | M | | 80,000 | A | \$ 25.76 | 240,192 | D |
| Common Stock | 04/11/2013 | | M | | 160,000 | A | \$ 26.8 | 400,192 | D |
| Common Stock | 04/11/2013 | | S | | 250,000 | D | \$ 34.8859 <u>(1)</u> | 150,192 | D |
| | | | | | | | | 550 | I |

Edgar Filing: Hawaux Andre J - Form 4

Common
Stock

By
Spouse

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

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 number.

SEC 1474
(9-02)

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) |
|---|--|---|---|--------------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Options (right to buy) | \$ 25.76 | 04/11/2013 | | M | 10,000 | <u>(2)</u> 11/30/2013 | Common Stock 10,000 |
| Employee Stock Options (right to buy) | \$ 25.76 | 04/11/2013 | | M | 80,000 | <u>(3)</u> 11/30/2013 | Common Stock 80,000 |
| Employee Stock Options (right to buy) | \$ 26.8 | 04/11/2013 | | M | 160,000 | <u>(4)</u> 07/16/2014 | Common Stock 160,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hawaux Andre J C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102 | | | President, Consumer Foods | |

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

04/12/2013

__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).

Price reflects a weighted average sale price for multiple transactions ranging from \$34.8000 to \$34.9700 per share, inclusive. The

- (1) 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.
- (2) These stock options became exercisable as to 40% on December 1, 2007, 30% on December 1, 2008 and 30% on December 1, 2009.
- (3) These stock options became exercisable as to 40% on May 27, 2007, 30% on May 25, 2008 and 30% on May 31, 2009.
- (4) These stock options 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.