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CONAGRA FOODS INC /DE/ Form 4 September 01, 2015 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Werner Thomas P. Issuer Symbol CONAGRA FOODS INC /DE/ (Check all applicable) [CAG] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner Other (specify X_Officer (give title (Month/Day/Year) below) below) C/O CONAGRA FOODS. 08/28/2015 President, Commercial Foods INC., ONE CONAGRA DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting **OMAHA, NE 68102** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tiorDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	A)	(Month/Day/	(Year)	(Instr. 3 and	4)
				Code V	(A)	· ·	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 41.73	08/28/2015		A	40,458		<u>(1)</u>	08/27/2025	Common Stock	40,458
Restricted Stock Units	<u>(2)</u>	08/28/2015		А	6,743		<u>(3)</u>	(3)	Common Stock	6,743

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Werner Thomas P. C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102			President, Commercial Foods			
Signaturaa						

Signatures

/s/ Lyn Rhoten, Attorney-in-fact	09/01/2015
<u>**</u> Signature of Reporting Person	Date

**Signature of Reporting Person

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 8/28/2016, 33.33% on 8/28/2017, and 33.34% on 8/28/2018.
- (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 August 28, 2018, or earlier upon certain events.

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.