

CONAGRA FOODS INC /DE/
Form 4
July 19, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Wise Robert G

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)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)

SVP, Corporate Controller

C/O CONAGRA FOODS, INC., 222
W. MERCHANDISE MART
PLAZA, STE 1300

07/15/2016

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

CHICAGO, IL 60654

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/15/2016 | | M | | 15,708 A \$ 36.89 | 34,326 | D |
| Common Stock | 07/15/2016 | | S | | 15,708 (1) D 47.897 (2) | 18,618 | D |
| Common Stock | 07/15/2016 | | A | | 2,213 (3) A \$ 0 | 20,831 | D |
| Common Stock | 07/15/2016 | | F | | 1,040 D \$ 47.98 | 19,791 | D |

Common Stock 1.4329 ⁽⁴⁾ I 401(k) Plan Trust

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. 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options (right to buy) | \$ 36.89 | 07/15/2016 | | M | 15,708 | ⁽⁵⁾ 07/14/2023 | Common Stock | 15,708 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| Wise Robert G C/O CONAGRA FOODS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654 | Director 10% Owner Officer SVP, Corporate Controller Other |

Signatures

/s/ Christine Herbas,
Attorney-in-fact 07/19/2016
**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) All of the shares being sold were acquired by the Reporting Person within the past two business days upon the exercise of stock options.

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- Price reflects a weighted average sale price for multiple transactions ranging from \$47.86 to \$47.94 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.
 - (3) The shares acquired were earned under the ConAgra Foods fiscal year 2014 to 2016 long term incentive plan and include dividend equivalents paid in additional shares of common stock on the earned amount.
 - (4) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of July 1, 2016.
 - (5) These options, covering 52,362 shares, became exercisable as to 40% on July 15, 2014, 30% on July 15, 2015, and 30% on July 15, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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