Edgar Filing: CONAGRA BRANDS INC. - Form 4

	BRANDS INC.										
Form 4 January 03,	2017										
•								OMB A	PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287			
Check this box if no longer CTATENTENT OF CHANCES IN P									January 31, 2005		
subject t Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	average Jrs per				
Form 5 obligation may com <i>See</i> Instru- 1(b).	ons Section 17(a) of the H	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940				
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> OMTVEDT CRAIG P			2. Issuer Name and Ticker or Trading Symbol CONAGRA BRANDS INC. [CAC				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Cho	eck all applicabl	e)		
INC., 222 V	AGRA BRANDS, W. MERCHAND AZA,SUITE 1300		(Month/ 12/30/2	Day/Year) 2016			X Director Officer (giv below)		% Owner her (specify		
	(Street)		4. If Am	endment, Da	ate Origina	ป	6. Individual or	Joint/Group Fili	ng(Check		
CHICAGO, IL 60654			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tał	ble I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transaction Code (Instr. 8)	Disposed	(A) or of (D)	5. Amount 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)		
				Code V	Amount		(Instr. 3 and 4)				
Reminder: Re	port on a separate line	for each cla	ass of sec	curities benef	ficially ow	ned directly of	or indirectly.				
					inforn requii	nation cont red to respo ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible	Beneficially Owner securities)	d			
1 Title of	2 3 Tra	nsaction Da	te 3A F	Deemed	4	5 Numb	er 6 Date Exerc	isable and 7	Fitle and Amount		

1. Title of
Derivative2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and
Expiration Date7. Title and Amount of
Number8. PrDerivativeConversion(Month/Day/Year)Execution Date, ifTransaction of DerivativeExpiration DateUnderlying SecuritiesDerivative

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Security (Instr. 3)			any (Month/Day/Year)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	12/30/2016		А	1,847		(2)	(2)	Common Stock	1,847	4

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
OMTVEDT CRAIG P C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA,SUITE 130 CHICAGO, IL 60654	₀ X							
Signatures								
/s/ Christine Herbas, Attorney-in-fact 01/03/2017								

Date

<u>**</u>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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock on the vesting date.
- (2) Restricted stock units vest on December 30, 2017, 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.