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Johri Rajive Form 4	2										
May 31, 20	18										
FORM	ЛЛ								APPROVAL		
Washington, D.C. 20549								Nomber:	3235-0287		
Check the if no lor subject Section Form 4 Form 5	F CHANGES IN BENEFICIAL OWNERSH SECURITIES					Expires: Estimated burden ho response.	urs per				
obligation may cor <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the F	Public U	Jtility Hol	ding Cor		nge Act of 1934, of 1935 or Sectio 940	on			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> Johri Rajive			2. Issuer Name and Ticker or Trading Symbol CONAGRA BRANDS INC. [CAG			5. Relationship of Reporting Person(s) to Issuer					
(Last)	(Last) (First) (Middle)			of Earliest T	ransaction	۰. ۱	(Check all applicable)				
INC., 222 V	AGRA BRANDS, W. MERCHAND AZA, STE 1300	ISE	(Month/ 05/29/2	Day/Year) 2018			X Director Officer (giv below)		% Owner her (specify		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
CHICAGO	9, IL 60654		Filed(Mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting F More than One F			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deer (Month/Day/Year) Executio any (Month/I						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)				
Damindar: Da	port on a separate line	for each clo	oss of sea				ar indirectly				
Kenninder. Ke	port on a separate mix			annes bene.	Perso inform requir	ons who res nation cont red to resp ays a curre	spond to the colle tained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owned securities)	I			
1 Title of	2 3 Tra	insaction Dat	te 3A F	Deemed	4	5 Numb	er 6 Date Exerci	sable and 7	Title and Amount		

Derivative

2.3. Transaction Date3A. Deemed4.5. Number6. Date Exercisable and
Expiration Date7. Title and Amount of
Underlying Securities8. PrConversion(Month/Day/Year)Execution Date, ifTransaction DerivativeExpiration Date7. Title and Amount of
Underlying Securities8. Pr

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	•	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		d d of	(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>	05/29/2018		A	4,039		(2)	(2)	Common Stock	4,039	4

Reporting Owners

Reporting Owner Name / Address		Relationships					
F		Director	10% Owner	Officer	Other		
ohri Rajive C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654		Х					
Signatures							
/s/ Christine Herbas, Attorney-in-fact	05/31/2018						
**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) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock on the vesting date. Once vested, the shares will be deferred into the Issuer's directors' deferred compensation plan pursuant to the reporting person's standing election.
- (2) Restricted stock units vest on May 29, 2019, 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.