OMTVEDT CRAIG P

Form 4 June 01, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **OMTVEDT CRAIG P**

2. Issuer Name and Ticker or Trading Symbol

CONAGRA BRANDS INC. [CAG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

C/O CONAGRA BRANDS, INC., 222 W. MERCHANDISE MART PLAZA, SUITE 1300

(State)

05/30/2018

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

05/30/2018

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

CHICAGO, IL 60654

(City)

Common

Stock

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

(A)

(1)

\$0

3,885

5,845 (2)

D

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

M

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. Number on 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)		8. P Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	05/30/2018		M	3,885	<u>(1)</u>	<u>(1)</u>	Common Stock	3,885	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg	Director	10% Owner	Officer	Other		
OMTVEDT CRAIG P C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA,SUITE 1300 CHICAGO, IL 60654	X					
Signatures						

Signatures

/s/ Christine Herbas, Attorney-in-fact

06/01/2018

**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) The restricted stock units ("RSUs") were granted on May 30, 2017 and vested on May 30, 2018. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.
- (2) Includes 71 shares acquired since the date of the Reporting Person's last report through a dividend equivalent reinvestment feature under the Issuer's 2014 Stock Plan.

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.

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