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CONAGRA Form 4 July 27, 200	FOODS INC /D	E/										
FORM	4 UNITED	STATES	TATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							PPROVAL 3235-0287		
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pu ons tinue.	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 20(b) of the Investment Company Act of 1940								January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type	Responses)											
RODKIN GARY M Sy CO			Symbol		d Ticker or 7		>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) ONE CONAGRA DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 07/25/2007					X Director X Officer (give below)	_X Officer (give title Other (specify			
				endment, D nth/Day/Yea	vate Original ^(r)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	ecurit	ies Acqu	iired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, i any (Month/Day/Year)		n Date, if	Code	omr Dispose (Instr. 3, 4	d of (Ē))	 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 Indirect Beneficial Ownership (Instr. 4)			
Common Stock	07/25/2007			Code V A	Amount 102,892	(D) A	Price \$ 0	(Insu: 5 and 4) 256,967 (<u>1</u>)	D			
Common Stock	07/25/2007			F	44,542	D	\$ 26.21	212,425	D			

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	Date	Amou Unde Secur	le and unt of rlying rities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
I O	Director	10% Owner	Officer	Other			
RODKIN GARY M ONE CONAGRA DRIVE OMAHA, NE 68102	Х		CEO				
Signatures							
Colleen Batcheler, Attorney-in-fact		07/27/2007					

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).

Date

(1) The shares acquired were earned under the ConAgra Foods' 2007 to 2009 long-term incentive plan, and include dividend equivalents, paid in additional shares of common stock, on the earned amount.

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.