Edgar Filing: Johri Rajive - Form 4

Johri Raiive

Form 4											
May 30, 2013											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							9PROVAL 3235-0287				
Check this if no longe subject to Section 16 Form 4 or	F CHAN	F CHANGES IN BENEFICIAL OWN SECURITIES					Expires: Estimated a burden hou	irs per			
Form 5 obligation may contin <i>See</i> Instruct 1(b).	Filed J s Section 1	7(a) of the		ility Hold	ting Com	pany	Act o	ge Act of 1934, of 1935 or Sectio 40	response	0.5	
(Print or Type R	esponses)										
Johri Rajive S:			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) 05/28/2013					X_Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
OMAHA, NI	E 68102							Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	Perivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Executio any			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 Indirect Beneficial Ownership (Instr. 4)				
Common Stock	05/29/2013			M	4,867	A	<u>(1)</u>	21,419 <u>(2)</u>	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)

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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. Numl orDerivati Securitic Acquire Dispose (Instr. 3 5)	ve Expiration Date es (Month/Day/Year d (A) or d of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(3)</u>	05/28/2013		А	3,950		<u>(4)</u>	(4)	Common Stock	3,950
Restricted Stock Units	\$ 0 <u>(1)</u>	05/29/2013		М		4,867	<u>(1)</u>	<u>(1)</u>	Common Stock	4,867

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
Johri Rajive C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х						
Signatures							
/s/ Lyn Rhoten, Attorney-in-fact	05/30/2013						
<u>**</u> Signature of Reporting Person	D	ate					

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 were granted on May 29, 2012 and vested on May 29, 2013. Each restricted stock unit represented the contingent right to receive one share of the Issuer's common stock on the vesting date.
- (2) Includes 124 additional shares of the Issuer's common stock acquired through dividend equivalent rights and 491 shares acquired through a dividend reinvestment plan on July 2, 2012, October 1, 2012, January 2, 2013 and April 1, 2013.
- (3) 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 company's directors' deferred compensation plan pursuant to the reporting person's standing election.
- (4) Restricted stock units vest on May 28, 2014, 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.