

Gehring John
 Form 4
 February 11, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gehring John

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)
 C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2013

____ Director
 Officer (give title below) _____ 10% Owner
 _____ Other (specify below)
 EVP and CFO

OMAHA, NE 68102

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	02/07/2013		M ⁽¹⁾	40,000 A	\$ 16.99 181,039	D	
Common Stock	02/07/2013		S ⁽¹⁾	40,000 D	\$ 33.2004 141,039	D	
Common Stock	02/07/2013		M ⁽¹⁾	60,000 A	\$ 19.05 201,039	D	
Common Stock	02/07/2013		S ⁽¹⁾	60,000 D	\$ 33.1871 141,039	D	

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Common Stock	02/07/2013		<u>M</u> ⁽¹⁾	40,000	A	\$ 21.26	181,039	D	
Common Stock	02/07/2013		<u>S</u> ⁽¹⁾	40,000	D	\$ <u>33.1962</u> ⁽⁴⁾	141,039	D	
Common Stock							666.4509 ⁽⁵⁾	I	by 401(k) Plan Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options (right to buy)	\$ 16.99	02/07/2013		<u>M</u> ⁽¹⁾	40,000	<u>(6)</u> 01/15/2016	Common Stock	40,000
Employee Stock Options (right to buy)	\$ 19.05	02/07/2013		<u>M</u> ⁽¹⁾	60,000	<u>(7)</u> 07/14/2016	Common Stock	60,000
Employee Stock Options (right to buy)	\$ 21.26	02/07/2013		<u>M</u> ⁽¹⁾	40,000	<u>(8)</u> 07/15/2015	Common Stock	40,000

