

CONAGRA FOODS INC /DE/

Form 4

April 11, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McGough Thomas M

(Last) (First) (Middle)

C/O CONAGRA FOODS,  
INC., ONE CONAGRA DRIVE, MS  
1-330

(Street)

OMAHA, NE 68102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
CONAGRA FOODS INC /DE/  
[CAG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/07/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
President, Consumer Foods

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 04/07/2016                              |                                                             | M <sup>(1)</sup>         | 60,000<br>(A)<br>or<br>(D)                                          | \$<br>26.15                                                                                                        | 116,340.666                                                          | D                                                                 |
| Common<br>Stock                       | 04/07/2016                              |                                                             | S <sup>(1)</sup>         | 60,000<br>(2)                                                       | \$ 46                                                                                                              | 56,340.666                                                           | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                          |                                                                     | 400                                                                                                                | I                                                                    | By wife                                                           |

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**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options (right to buy)      | \$ 26.15                                               | 04/07/2016                           |                                                    | M <sup>(1)</sup>               | 60,000                                                                                  | <sup>(3)</sup> 07/10/2018                                | Common Stock 60,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                | Relationships                    |
|-----------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                               | Director 10% Owner Officer Other |
| McGough Thomas M<br>C/O CONAGRA FOODS, INC.<br>ONE CONAGRA DRIVE, MS 1-330<br>OMAHA, NE 68102 | President, Consumer Foods        |

## Signatures

/s/ Lyn Rhoten,  
attorney-in-fact

04/11/2016

\_\_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).

- This exercise of stock options reported in this Form 4 relates to the Reporting Person's acquisition and sale of shares, as part of the
- (1) process of exercising stock options that were scheduled to expire in July 2018. The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 8, 2016.
  - (2) All of the shares being sold were acquired by the Reporting Person within the past two business days upon the exercise of stock options.
  - (3) These stock options, originally covering 60,000 shares, became exercisable as to 40% on July 11, 2012, 30% on July 11, 2013, and 30% on July 11, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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