

Brock Charisse
Form 4
July 18, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Brock Charisse

(Last) (First) (Middle)

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

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CONAGRA BRANDS INC. [CAG]

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

07/15/2016

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)

EVP, Chief HR Officer

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 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/15/2016		M		2,909	A \$ 0 ⁽¹⁾	13,827 D
Common Stock	07/15/2016		F		905	D \$ 47.98	12,922 D
Common Stock	07/15/2016		M		5,818	A \$ 0 ⁽¹⁾	18,740 D
Common Stock	07/15/2016		F		1,810	D \$ 47.98	16,930 D
Common Stock	07/14/2017		M		4,290 ⁽²⁾	A \$ 0 ⁽³⁾	21,220 D

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Common Stock 07/14/2017 F 1,386 D \$ 33.58 19,834 D

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0 ⁽¹⁾	07/15/2016		M	2,909	⁽¹⁾	⁽¹⁾	Common Stock 2,909
Restricted Stock Units	\$ 0 ⁽¹⁾	07/15/2016		M	5,818	⁽¹⁾	⁽¹⁾	Common Stock 5,818
Restricted Stock Units	\$ 0 ⁽³⁾	07/14/2017		M	4,290 ⁽²⁾	⁽³⁾	⁽³⁾	Common Stock 4,290 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brock Charisse
C/O CONAGRA BRANDS, INC.
222 W. MERCHANDISE MART PLAZA, STE 1300
CHICAGO, IL 60654

EVP, Chief HR Officer

Signatures

/s/ Christine Herbas,
attorney-in-fact

07/18/2017

__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 July 15, 2013 and vested on July 15, 2016. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

Reflects an antidilution adjustment to the number of RSUs held by the Reporting Person, which antidilution adjustment was made prior to the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from Conagra Brands, Inc. on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 3,193.
- (3) The RSUs were granted on July 14, 2014 and vested on July 14, 2017. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

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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