Edgar Filing: Batcheler Colleen - Form 4

Form 4	olleen										
July 19, 201										PROVAL	
FORM	14 UNITEI	S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB OMB Number:	3235-0287		
Check th if no long	an a	sbox									
subject to Section 1 Form 4 o	6. SIAIE	MENT O	F CHAN	GES IN BENEFICIAL OWN SECURITIES				NERSHIP OF	Expires: Estimated a burden hour response		
Form 5 obligations may continue. See Instruction 1(b). 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							1				
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u>*</u> Batcheler Colleen			2. Issuer Name and Ticker or Trading Symbol CONAGRA BRANDS INC. [CAG]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	с з					(Check	eck all applicable)			
INC., 222 W	GRA BRANDS V. MERCHANI AZA, STE 1300		(Month/E 07/17/2	-				Director X Officer (give below) EVP Gen C			
	(Street) 4. If Ame Filed(Mon				ate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CHICAGO,	IL 60654							Form filed by M Person			
(City)	(State)	(Zip)	Tabl	le I - Non-E	Derivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Transaction Date 2A. Deemed Ionth/Day/Year) Execution Date, any (Month/Day/Yea		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/17/2018			М	53,508	А	\$ 0 <u>(1)</u>	216,653	D		
Common Stock	07/17/2018			F	20,191	D	\$ 36.11	196,462	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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. l De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	07/17/2018		М	53,508 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	53,508 (2)	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Batcheler Colleen C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654			EVP Gen Counsel & Corp Secty			
Signatures						

/s/ Christine Herbas,

attorney-in-fact

07/19/2018

**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).
- The restricted stock units (RSUs) were granted on July 17, 2015 and vested on July 17, 2018. Each RSU represented the contingent right (1) 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 (2) 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 39,825.

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.