Edgar Filing: GOLDSTONE STEVEN F - Form 4

GOLDSTON	E STEVEN F									
Form 4										
September 28	3, 2009									
FORM	4								PPROVAL	
	UNITEDS		CURITIES A Washington,			IGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	Filed purs S. Filed purs Section 17(a	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							January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> GOLDSTONE STEVEN F			2. Issuer Name and Ticker or Trading Symbol CONAGRA FOODS INC /DE/ [CAG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) (M GRA FOODS, CONAGRA DRIV	(Mon 09/2	te of Earliest Tr th/Day/Year) 5/2009	ansaction			X Director Officer (give below)		o Owner er (specify	
	(Street)		Amendment, Da (Month/Day/Year	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0	One Reporting Pe	erson	
OMAHA, N	E 68102						Form filed by M Person	More than One Re	eporting	
(City)	(State) (Zip)	Table I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code	on(A) or Dis (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	09/25/2009		А	10,000	A	\$0	18,322 <u>(1)</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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Director Options (right to buy)	\$ 21.47	09/25/2009		A	82,456	03/25/2010 <u>(2)</u>	09/24/2019	Common Stock	82,450

Reporting Owners

Reporting Owner Name / Address				
L O	Director	10% Owner	Officer	Other
GOLDSTONE STEVEN F C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х			
Signatures				
/s/ Colleen Batcheler, Attorney-in-fact		09/28/2009	I.	
**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) Includes 155 additional shares acquired through the company dividend reinvestment plan on October 1, 2008, January 2, 2009, April 1, 2009 and July 1, 2009.
- (2) The option becomes fully exercisable 6 months from the date of grant.

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.