Linehan Patrick Douglas Form 4 May 09, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

10% Owner

0.5

burden hours per response...

Estimated average

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Linehan Patrick Douglas

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)

(Street)

(State)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 05/08/2011

X\_ Officer (give title Other (specify below) SVP, Corporate Controller

C/O CONAGRA FOODS. INC., ONE CONAGRA DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

**OMAHA, NE 68102** 

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount Price (D) Common 05/08/2011 \$0 M 6,000 A 14,036 D Stock Common 05/08/2011  $F^{(1)}$ 1,887 12,149 D D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: Linehan Patrick Douglas - Form 4

# 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. Transac Code (Instr. 8	5. Number tion Date Exercisable at Expiration Date Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		te	7. Title and Amount Underlying Securitie (Instr. 3 and 4)		
				Code		,	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Share Equivalent Units	\$ 0 (2)	05/08/2011		M		6,000	05/08/2011	05/08/2011(2)	Common Stock	6,00

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Linehan Patrick Douglas C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE			SVP, Corporate				
OMAHA, NE 68102			Controller				

### **Signatures**

/s/ Lyn Rhoten, Attorney-in-fact 05/09/2011

\*\*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) Pursuant to the terms of the share equivalent unit agreement, the company deducted these shares from the total shares vested to satisfy statutory tax withholding amounts.
- (2) The share equivalent units were granted on May 8, 2008 with a vesting date of May 8, 2011. Each unit represented the right to receive one share of company 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. 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.

Reporting Owners 2