

Wise Robert G
Form 4
January 23, 2013

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 *
Wise Robert G

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/22/2013

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
SVP, Corporate Controller

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

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

OMAHA, NE 68102

(City) (State) (Zip)

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	01/22/2013		M ⁽¹⁾		4,000	A	\$ 22.99	8,551	D
Common Stock	01/22/2013		S ⁽¹⁾		4,000	D	\$ 31.95	4,551	D
Common Stock	01/22/2013		M ⁽¹⁾		10,000	A	\$ 26.8	14,551	D
Common Stock	01/22/2013		S ⁽¹⁾		10,000	D	\$ 31.95	4,551	D
Common Stock	01/22/2013		M ⁽¹⁾		5,000	A	\$ 21.26	9,551	D

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Common Stock	01/22/2013	S ⁽¹⁾	5,000	D	\$ 31.95	4,551	D	
Common Stock						1.3094 ⁽²⁾	I	by 401(k) Plan Trust

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 22.99	01/22/2013		M ⁽¹⁾	4,000	⁽³⁾	07/07/2015	Common Stock	4,000
Employee Stock Options (right to buy)	\$ 26.8	01/22/2013		M ⁽¹⁾	10,000	⁽⁴⁾	07/16/2014	Common Stock	10,000
Employee Stock Options (right to buy)	\$ 21.26	01/22/2013		M ⁽¹⁾	5,000	⁽⁵⁾	07/15/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wise Robert G C/O CONAGRA FOODS, INC.	SVP, Corporate

ONE CONAGRA DRIVE
OMAHA, NE 68102

Controller

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

01/23/2013

__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 Form 4 reports the Reporting Person's acquisition and sale of shares, as part of the process of exercising stock options that were

(1) scheduled to expire in July 2014, July 2015 and July 2014, respectively. The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 26, 2012.

(2) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of January 4, 2013.

(3) These stock options became exercisable as to 40% on May 28, 2006, 30% on May 27, 2007, and 30% on May 25, 2008.

(4) These stock options became exercisable as to 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010.

(5) These stock options became exercisable as to 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011.

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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