

CONAGRA FOODS INC /DE/
Form 4
April 17, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MESSEL SCOTT E

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)

3. Date of Earliest Transaction (Month/Day/Year)
04/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Treasurer&Asst. Secretary

C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/15/2013		M			27,800	A	\$ 21.26	115,076	D	
Common Stock	04/15/2013		S			27,800	D	\$ 35.1588 (1)	87,276	D	
Common Stock	04/16/2013		M			32,200	A	\$ 21.26	119,476	D	
Common Stock	04/16/2013		S			32,200	D	\$ 35.0611 (2)	87,276	D	

Common Stock		3,379.6848 <u>(3)</u>	I	By 401(k) Plan Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Options (right to buy)	\$ 21.26	04/15/2013		M	27,800	<u>(4)</u>	07/15/2015	Common Stock	27,800
Employee Stock Options (right to buy)	\$ 21.26	04/16/2013		M	32,200	<u>(4)</u>	07/15/2015	Common Stock	32,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MESSEL SCOTT E C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102			SVP, Treasurer & Asst. Secretary	

Signatures

/s/ Lyn Rhoten, Attorney-in-fact	04/17/2013
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__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).

Price reflects a weighted average sale price for multiple transactions ranging from \$35.1500 to \$35.1700 per share, inclusive. The

(1) Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

Price reflects a weighted average sale price for multiple transactions ranging from \$35.0000 to \$35.1600 per share, inclusive. The

(2) Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Reflects updated holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of April 12, 2013.

(4) These stock options became exercisable as to 40% on 7/16/2009, 30% on 7/16/2010 and 30% on 7/16/2011.

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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