

CONAGRA FOODS INC /DE/

Form 4

April 13, 2016

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 *
MESSEL SCOTT E

(Last) (First) (Middle)

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

(Street)

OMAHA, NE 68102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
CONAGRA FOODS INC /DE/
[CAG]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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	04/11/2016		M		10,000	A	\$ 24.74	115,549	D
Common Stock	04/11/2016		S		10,000 ⁽¹⁾	D	\$ 46.25	105,549	D
Common Stock	04/12/2016		M		12,992	A	\$ 30.89	118,541	D
Common Stock	04/12/2016		S		12,992 ⁽¹⁾	D	\$ 46.35	105,549	D
Common Stock								3,657.9626 ⁽²⁾	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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(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)	\$ 24.74	04/11/2016		M	10,000	<u>(3)</u> 07/15/2022	Common Stock 10,000
Employee Stock Options (right to buy)	\$ 30.89	04/12/2016		M	12,992	<u>(4)</u> 07/13/2024	Common Stock 12,992

Reporting Owners

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

Signatures

/s/ Lyn Rhoten,
Attorney-in-fact 04/13/2016

__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) All of the shares being sold were acquired by the Reporting Person within the past two business days upon the exercise of stock options.
- (2) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of April 8, 2016.
- (3) These stock options, originally covering 60,000 shares, became exercisable as to 40% on July 16, 2013, 30% on July 16, 2014, and 30% on July 16, 2015.
- (4) These stock options, originally covering 57,482 shares, became exercisable as to 40% on July 14, 2015, and will become exercisable as to 30% on July 14, 2016, and 30% on July 14, 2017.

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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