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CONAGRA I Form 4 July 18, 2008	FOODS INC /DE/	/							
FORM	4 UNITED S	RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549					-	PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. SECURITIES EXPRESSION SERVEFICIAL OWNERSHIP OF SECURITIES Expire							Expires: Estimated a burden hou response	irs per	
(Print or Type R	esponses)								
1. Name and Ad MESSEL SC	Symbol CONA	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)	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2008				Director 10% Owner Officer (give title Other (specify below) below) SVP Treasurer & Asst Secretary			
		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 			
OMAHA, NI	E 68102						Form filed by I Person	More than One Ro	eporting
(City)	(State) (Z	Zip) Tak	ole I - Non-D	erivative S	lecurit	ies Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code) (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, - Amount	(A) or of (D) 4 and 5 (A) or	1	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial
Common Stock							19,534	D	
Common Stock							2,850	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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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. Transactio Code (Instr. 8)	orDerivative		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exerce Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8 E S (1
				Code V	(A) (Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Options (right to buy)	\$ 21.26	07/16/2008		А	60,000		<u>(1)</u>	07/15/2015	Common Stock	60,000					

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MESSEL SCOTT E ONE CONAGRA DRIVE OMAHA, NE 68102			SVP Treasurer & Asst Secretary			
Signatures						
Colleen Batcheler						

Jolleen Batcheler, 07/18/2008 Attorney-In-Fact

**Signature of Reporting Person

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) Options become exercisable as to 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011.

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.