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CONAGRA FOODS INC /DE/
Form 15-15D
June 25, 2002

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number: 1-7275*

ConAgra Foods, Inc., on behalf of the
International Home Foods 401(k) Savings Plan

(Exact name of registrant as specified in its charter)

One ConAgra Drive, Omaha, Nebraska 68102-5001 (402) 595-4000

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Interests in International Home Foods 401(k) Savings Plan

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file
reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule
provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i) /_/	Rule 12h-3(b)(1)(i) /X/
Rule 12g-4(a)(1)(ii) /_/	Rule 12h-3(b)(1)(ii) /_/
Rule 12g-4(a)(2)(i) /_/	Rule 12h-3(b)(2)(i) /_/
Rule 12g-4(a)(2)(ii) /_/	Rule 12h-3(b)(2)(ii) /_/
	Rule 15d-6 /_/

Approximate number of holders of record as of the certification or notice
date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934,
ConAgra Foods, Inc., on behalf of the International Home Foods 401(k) Savings
Plan, has caused this certification/notice to be signed on its behalf by the
undersigned duly authorized person.

Date: June 25, 2002

By: /s/ James P. O'Donnell

James P. O'Donnell
Executive Vice President,
Chief Financial Officer and
Corporate Secretary

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Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

*The Interests in the International Home Foods 401(k) Savings Plan were previously filed on Form S-8, however, no separate Commission File Number was assigned by the Commission for the plan. ConAgra Foods, Inc.'s Commission File Number is 1-7275 but this filing does not terminate or suspend any duties to file reports by ConAgra Foods, Inc.