

CONAGRA FOODS INC /DE/

Form 3

June 06, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Theophilus Nicole B

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

05/27/2013

3. Issuer Name **and** Ticker or Trading Symbol
CONAGRA FOODS INC /DE/ [CAG]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other
(give title below) (specify below)

EVP, Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting PersonC/O CONAGRA FOODS,
INC.,Â ONE CONAGRA
DRIVE

(Street)

OMAHA,Â NEÂ 68102

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

27,202

D

Â

Common Stock

103.915 ⁽¹⁾

I

By 401(k) Plan Trust

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Right to buy)	Â (2)	07/15/2022	Common Stock	120,000	\$ 24.74	D	Â
Employee Stock Options (Right to buy)	Â (3)	07/10/2018	Common Stock	60,000	\$ 26.15	D	Â
Employee Stock Options (Right to buy)	Â (4)	07/24/2017	Common Stock	18,000	\$ 23.93	D	Â
Restricted Stock Units	Â (5)	Â (6)	Common Stock	3,068	\$ 0 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theophilus Nicole B C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â EVP, Human Resources	Â

Signatures

/s/ Lyn Rhoten,
Attorney-in-fact

06/06/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of May 24, 2013.
- (2) These stock options will become exercisable as to 40% on 7/16/2013, 30% on 7/16/2014 and 30% on 7/16/2015.
- (3) These stock options became exercisable as to 40% on 7/11/2012, and will become exercisable as to 30% on 7/11/2013 and 30% on 7/11/2014.
- (4) These stock options became exercisable as to 40% on 7/25/2011 and 30% on 7/25/2012 and will become exercisable as to 30% on 7/25/2013.
- (5) Restricted stock units vest 100% on 2/26/2014, or earlier upon certain events.
- (6) Each unit is the economic equivalent of one share of ConAgra Foods common stock and will be settled in ConAgra Foods common stock on the vesting date.

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Remarks:

Exhibit 24-Power of Attorney is attached.

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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