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Item 5.03 Amendments to Articles of Incorporation or Bylaws

At the meeting of the board of directors of ConAgra Foods held on December 1, 2005, the directors approved a restatement of the Certificate of Incorporation. The restatement does not amend any provisions of the Certificate of Incorporation and includes only provisions currently in effect pursuant to Section 245 of the Delaware General Corporation Law. The board also amended the company's bylaws to conform bylaw provisions to reflect current Delaware law and revise bylaw provisions relating to officers to conform to current ConAgra Foods procedures. Such amendments effected changes to bylaw provisions on: (a) stockholder addresses; (b) record dates; (c) voting and quorum matters; (d) conduct of stockholder meetings; (e) director electronic consents; (f) company officers; (g) share certificates; (h) fractional share transfers; and (i) indemnification.

Copies of the restated Certificate of Incorporation as filed with the Delaware Secretary of State and the bylaws, as amended, are attached as exhibits and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- Exhibit 3.1 Restated Certificate of Incorporation of ConAgra Foods
- Exhibit 3.2 Bylaws of ConAgra Foods, as amended

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONAGRA FOODS, INC.

Date: December 2, 2005

By: /s/ Owen C. Johnson
Name: Owen C. Johnson
Title: Executive Vice President,
Organization & Administration
and Corporate Secretary

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