

CONAGRA FOODS INC /DE/  
Form 8-K  
June 24, 2008  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

June 24, 2008

Date of report (Date of earliest event reported)

ConAgra Foods, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-7275  
(Commission File Number)

47-0248710  
(IRS Employer Identification No.)

One ConAgra Drive  
Omaha, NE  
(Address of Principal Executive Offices)

68102  
(Zip Code)

(402) 595-4000

(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition**

ConAgra Foods, Inc. issued a press release on June 24, 2008 which included information for the quarterly period ended May 25, 2008. The press release is furnished with this Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1                      Press Release issued June 24, 2008

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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: June 24, 2008

By: /s/ Colleen Batcheler

Name: Colleen Batcheler

Title: Senior Vice President, General Counsel and Corporate Secretary

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**Exhibit Index**

| Exhibit | Description                        |
|---------|------------------------------------|
| 99.1    | Press Release issued June 24, 2008 |