Batcheler Colleen Form 4 July 18, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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may continue.

Check this box

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Batcheler Colleen

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

CONAGRA FOODS INC /DE/ [CAG]

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

07/16/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

EVP Gen Counsel & Corp Secty

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

OMAHA, NE 68102

(City)

(Instr. 3)

1. Title of 2. Transaction Date 2A. Deemed Security

C/O CONAGRA FOODS.

INC., ONE CONAGRA DRIVE

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | (Instr. 3 and 4) | |
|---|---|------------|-------------------------|-----------------|--|-----|---------------------|--------------------|------------------|----------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Options (right to buy) | \$ 24.74 | 07/16/2012 | | A | 120,000 | | <u>(1)</u> | 07/16/2022 | Common Stock | 120,00 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Batcheler Colleen C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE

EVP Gen Counsel & Corp Secty

Signatures

OMAHA, NE 68102

/s/Lyn Rhoten, attorney-in-fact 07/18/2012

**Signature of Reporting Person Date

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, 2013, 30% on July 16, 2014, and 30% on July 16, 2015.

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.

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