CONAGRA FOODS INC /DE/

Form 4 April 04, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2 Januar Nama and Tielzer or Tradina

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

04/02/2008

Stock

RODKIN GARY M			Symbol	CONAGRA FOODS INC /DE/				Issuer (Check all applicable)			
	(Last) ONE CONA	(First) (Magra DRIVE		f Earliest Tr Day/Year) 008	ansaction			_X_ Director _X_ Officer (give below)		Owner er (specify	
		(Street)		endment, Da nth/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by 0	oint/Group Filin	rson	
	OMAHA, N (City)		(Zip) Tab	le I - Non-D	erivative (Secur	ities Acq	Person Person uired, Disposed of	f, or Beneficial		
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securit on(A) or Di (Instr. 3,	ties A	cquired d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership		
	Common	04/02/2009		D	2 400	٨	ψ	215 925	D		

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

P

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

215.825

23.75

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3,400

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
RODKIN GARY M							
ONE CONAGRA DRIVE	X		CEO				
OMAHA NF 68102							

Signatures

/s/ Colleen Batcheler,
Attorney-In-Fact
04/04/2008

**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).

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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