

Gehring John
 Form 4
 February 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Gehring John

2. Issuer Name and Ticker or Trading Symbol
 CONAGRA FOODS INC /DE/ [CAG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

OMAHA, NE 68102

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/07/2013 | | M ⁽¹⁾ | 40,000 A | \$ 16.99 181,039 | D | |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | 40,000 D | \$ 33.2004 141,039 | D | |
| Common Stock | 02/07/2013 | | M ⁽¹⁾ | 60,000 A | \$ 19.05 201,039 | D | |
| Common Stock | 02/07/2013 | | S ⁽¹⁾ | 60,000 D | \$ 33.1871 141,039 | D | |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|--------|---|--|-------------------------|---|----------------------------|
| Common Stock | 02/07/2013 | | <u>M</u> ⁽¹⁾ | 40,000 | A | \$ 21.26 | 181,039 | D | |
| Common Stock | 02/07/2013 | | <u>S</u> ⁽¹⁾ | 40,000 | D | \$ <u>33.1962</u> ⁽⁴⁾ | 141,039 | D | |
| Common Stock | | | | | | | 666.4509 ⁽⁵⁾ | I | by 401(k) Plan Trust |

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

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.

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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 Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Options (right to buy) | \$ 16.99 | 02/07/2013 | | <u>M</u> ⁽¹⁾ | 40,000 | <u>(6)</u> 01/15/2016 | Common Stock | 40,000 |
| Employee Stock Options (right to buy) | \$ 19.05 | 02/07/2013 | | <u>M</u> ⁽¹⁾ | 60,000 | <u>(7)</u> 07/14/2016 | Common Stock | 60,000 |
| Employee Stock Options (right to buy) | \$ 21.26 | 02/07/2013 | | <u>M</u> ⁽¹⁾ | 40,000 | <u>(8)</u> 07/15/2015 | Common Stock | 40,000 |

