## Edgar Filing: CONAGRA FOODS INC /DE/ - Form 4

CONAGRA I Form 4 May 29, 2014	FOODS INC /I	DE/										
FORM	FORM 4 LINUTED STATES SECURITIES AND EVOLUTION							-	OMB APPROVAL			
-	SECURITIES AND EXCHANGE CO Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287				
Check this if no long subject to	ər									Expires:	January 31, 2005	
Section 16. SECURITIES Form 4 or						Estimated a burden hou response	irs per					
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Find 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).								0.0				
(Print or Type R	esponses)											
SCHINDLER ANDREW J Sy				2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			CONAGRA FOODS INC /DE/ [CAG]						(Check all applicable)			
()			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>05/27/2014</li></ul>					X_ Director10% Owner Officer (give titleOther (specify below)below)				
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>					
OMAHA, N	E 68102								Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-I	Deriv	vative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any		3. Transact Code (Instr. 8)	tionA D ) (I	isposed nstr. 3,	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	05/28/2014			М		,950	A	<u>(1)</u>	28,502 <u>(2)</u>	D		

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.

 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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)8	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <u>(3)</u>	05/27/2014		А	4,520		(4)	(4)	Common Stock	4,520
Restricted Stock Units	\$ 0 <u>(1)</u>	05/28/2014		М		3,950	<u>(1)</u>	<u>(1)</u>	Common Stock	3,950

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SCHINDLER ANDREW J C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х							
Signatures								
/s/ Julie Griffin, Attorney-in-fact	05/2	05/29/2014						
**Signature of Reporting Person	D	ate						

## **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) The restricted stock units were granted on May 28, 2013 and vested on May 28, 2014. Each restricted stock unit represented the contingent right to receive one share of the Issuer's common stock on the vesting date.
- (2) Includes 132 additional shares of the Issuer's common stock acquired through dividend equivalent rights and 652 shares acquired through a dividend reinvestment plan on July 1, 2013, October 1, 2013, January 2, 2014 and April 1, 2014.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock on the vesting date. Once vested, the shares will be deferred into the Issuer's directors' deferred compensation plan pursuant to the reporting person's standing election.
- (4) Restricted stock units vest on May 27, 2015, or earlier upon certain events.

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.