

Brock Charisse
Form 4
July 18, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Brock Charisse

(Last) (First) (Middle)

C/O CONAGRA BRANDS, INC., 222 W. MERCHANDISE MART PLAZA, STE 1300

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

CONAGRA BRANDS INC. [CAG]

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

07/15/2016

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 below) ___ Other (specify below)
EVP, Chief HR Officer

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 07/15/2016 | | M | | 2,909 A \$ 0 ⁽¹⁾ | 13,827 | D |
| Common Stock | 07/15/2016 | | F | | 905 D \$ 47.98 | 12,922 | D |
| Common Stock | 07/15/2016 | | M | | 5,818 A \$ 0 ⁽¹⁾ | 18,740 | D |
| Common Stock | 07/15/2016 | | F | | 1,810 D \$ 47.98 | 16,930 | D |
| Common Stock | 07/14/2017 | | M | | 4,290 ⁽²⁾ A \$ 0 ⁽³⁾ | 21,220 | D |

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Common Stock 07/14/2017 F 1,386 D \$ 33.58 19,834 D

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

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(9-02)

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 07/15/2016 | | M | 2,909 | ⁽¹⁾ / ⁽¹⁾ | Common Stock 2,909 | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 07/15/2016 | | M | 5,818 | ⁽¹⁾ / ⁽¹⁾ | Common Stock 5,818 | |
| Restricted Stock Units | \$ 0 ⁽³⁾ | 07/14/2017 | | M | 4,290 ⁽²⁾ | ⁽³⁾ / ⁽³⁾ | Common Stock 4,290 ⁽²⁾ | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brock Charisse
C/O CONAGRA BRANDS, INC.
222 W. MERCHANDISE MART PLAZA, STE 1300
CHICAGO, IL 60654

EVP, Chief HR Officer

Signatures

/s/ Christine Herbas,
attorney-in-fact

07/18/2017

__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) The restricted stock units (RSUs) were granted on July 15, 2013 and vested on July 15, 2016. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

Reflects an antidilution adjustment to the number of RSUs held by the Reporting Person, which antidilution adjustment was made prior to
(2) the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from Conagra Brands, Inc. on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 3,193.
- (3) The RSUs were granted on July 14, 2014 and vested on July 14, 2017. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

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.