

Wise Robert G
 Form 3
 January 19, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Wise Robert G | | (Month/Day/Year) | CONAGRA FOODS INC /DE/ [CAG] | |
| (Last) | (First) | (Middle) | 01/17/2012 | |
| C/O CONAGRA FOODS, INC., Â ONE CONAGRA DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | VP, Corporate Controller | |
| OMAHA, Â NE Â 68102 | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0.5451 | I | 401(k) Plan Trust |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (right to buy) | Â (1) | 07/08/2014 | Common Stock | 5,000 | \$ 27.52 | D | Â |
| Employee Stock Options (right to buy) | Â (2) | 07/07/2015 | Common Stock | 4,000 | \$ 22.99 | D | Â |
| Employee Stock Options (right to buy) | Â (3) | 07/16/2014 | Common Stock | 10,000 | \$ 26.8 | D | Â |
| Employee Stock Options (right to buy) | Â (4) | 07/15/2015 | Common Stock | 12,000 | \$ 21.26 | D | Â |
| Employee Stock Options (right to buy) | Â (5) | 07/14/2016 | Common Stock | 17,700 | \$ 19.05 | D | Â |
| Employee Stock Options (right to buy) | Â (6) | 07/19/2017 | Common Stock | 6,600 | \$ 23.9 | D | Â |
| Restricted Stock Units | Â (7) | Â (8) | Common Stock | 3,540 | \$ (8) | D | Â |
| Restricted Stock Units | Â (9) | Â (8) | Common Stock | 3,960 | \$ (8) | D | Â |
| Restricted Stock Units | Â (10) | Â (8) | Common Stock | 5,000 | \$ (8) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wise Robert G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102 | Â | Â | Â VP, Corporate Controller | Â |

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

01/19/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 vested 40% on May 29, 2005, 30% on May 28, 2006, and 30% on May 27, 2007.

(2) Options vested 40% on May 28, 2006, 30% on May 27, 2007, and 30% on May 25, 2008.

(3) Options vested 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010.

(4) Options vested 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011.

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- (5) Options vested 40% on July 15, 2010 and 30% on July 15, 2011, and will vest 30% on July 15, 2012.
- (6) Options vested 40% on July 20, 2011, and will vest 30% on July 20, 2012 and 30% on July 20, 2013.
- (7) Restricted stock units vest 100% on July 15, 2012.
- (8) Each unit is the economic equivalent of one share of ConAgra Foods common stock and will be settled in ConAgra Foods common stock on the vesting date.
- (9) Restricted stock units vest 100% on July 20, 2013.
- (10) Restricted stock units vest 100% on July 11, 2014.

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Remarks:

PowerÂ ofÂ AttorneyÂ isÂ attached.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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