

CONAGRA FOODS INC /DE/  
Form 3  
November 10, 2015

**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 <b>and</b> Ticker or Trading Symbol	
Â Brock Charisse		(Month/Day/Year)	CONAGRA FOODS INC /DE/ [CAG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/01/2015		
C/O CONAGRA FOODS, INC.,Â ONE CONAGRA DRIVE			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below) (specify below)	
			EVP, Chief HR Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	
OMAHA,Â NEÂ 68102				
(City)	(State)	(Zip)		

**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	166.482 <sup>(1)</sup>	I	By 401(k) Plan Trust
Common Stock	10,918	D	Â

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (2)	Â (3)	Common Stock	6,069	\$ 0 (3)	D	Â
Restricted Stock Units	Â (4)	Â (3)	Common Stock	1,458	\$ 0 (3)	D	Â
Employee Stock Options (Right to buy)	Â (5)	07/12/2025	Common Stock	26,238	\$ 44.72	D	Â
Restricted Stock Units	Â (6)	Â (3)	Common Stock	3,193	\$ 0 (3)	D	Â
Employee Stock Options (Right to buy)	Â (7)	07/13/2024	Common Stock	11,495	\$ 30.89	D	Â
Restricted Stock Units	Â (8)	Â (3)	Common Stock	5,818	\$ 0 (3)	D	Â
Restricted Stock Units	Â (8)	Â (3)	Common Stock	2,909	\$ 0 (3)	D	Â
Employee Stock Options (Right to buy)	Â (9)	07/14/2023	Common Stock	5,237	\$ 36.89	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brock Charisse C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â EVP, Chief HR Officer	Â

## Signatures

/s/ Lyn Rhoten,  
Attorney-in-fact

11/10/2015

\*\*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) Reflects holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement of November 6, 2015.
- (2) Restricted stock units vest 100% on 8/28/2018, or earlier upon certain events.
- (3) 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.

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- (4) Restricted stock units vest 100% on 7/13/2018, or earlier upon certain events.
- (5) These stock options will become exercisable as to 33.33% on 7/13/2016, 33.33% on 7/13/2017, and 33.34% on 7/13/2018.
- (6) Restricted stock units vest 100% on 7/14/2017, or earlier upon certain events.
- (7) The original stock option grant to purchase 19,158 shares of ConAgra Foods common stock became exercisable as to 40% on 7/14/2015, and will become exercisable as to 30% on 7/14/2016, and 30% on 7/14/2017.
- (8) Restricted stock units vest 100% on 7/15/2016, or earlier upon certain events.
- (9) The original stock option grant to purchase 17,454 shares of ConAgra Foods common stock became exercisable as to 40% on 7/15/2014, 30% on 7/15/2015 and will become exercisable as to 30% on 7/15/2016.

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**Remarks:**

ExhibitÂ 24-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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