MARSHALL RUTH ANN

Form 4 June 01, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARSHALL RUTH ANN

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

X_ Director

(Last)

(Middle)

CONAGRA BRANDS INC. [CAG] 3. Date of Earliest Transaction

(Check all applicable)

(Zip)

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

4. If Amendment, Date Original

Officer (give title

10% Owner Other (specify

Filed(Month/Day/Year)

(Month/Day/Year)

05/30/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

CHICAGO, IL 60654

(City)

Common

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

89,173.71 (2)

or Code V Amount (D) Price

(A)

05/30/2018

\$0 3,885 M (1)

Stock Common 750 Stock

Living I Trust

D

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

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SEC 1474 (9-02)

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

I	. 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 on 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. P. Derri Section (Ins
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
5	Restricted Stock Units	\$ 0 (1)	05/30/2018		M	3,885	<u>(1)</u>	<u>(1)</u>	Common Stock	3,885	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Fg +	Director	10% Owner	Officer	Other		
MARSHALL RUTH ANN C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654	X					
Clausatuusa						

Signatures

/s/ Christine Herbas, Attorney-in-fact

06/01/2018 Date

**Signature of Reporting Person

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 May 30, 2017 and vested on May 30, 2018. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.
- (2) Includes 71 shares acquired through dividend equivalent rights under the Issuer's 2014 Stock Plan since the date of the Reporting Person's last report.

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.

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