#### CONAGRA FOODS INC /DE/

Form 4 October 05, 2015

### FORM 4

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

OMB Number: 3235-0287

Estimated average

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BUTLER STEPHEN G** Issuer Symbol CONAGRA FOODS INC /DE/ (Check all applicable) [CAG] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) C/O CONAGRA FOODS. 10/01/2015 INC., ONE CONAGRA DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **OMAHA, NE 68102** 

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) |                  |             | 5. Amount of Securities Beneficially | 6. Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial |
|--------------------------------------|--------------------------------------|-----------------------------------|--|------------------|-------------|--------------------------------------|----------------------------------|----------------------------------|
| ( ,                                  |                                      | (Month/Day/Year)                  | (Instr. 8)   | (,               | - /         | Owned                                | Indirect (I)                     | Ownership                        |
|                                      |                                      |                                   |  |                  |             | Following                            | (Instr. 4)                       | (Instr. 4)                       |
|                                      |                                      |                                   |  | (4)              |             | Reported                             |                                  |                                  |
|                                      |                                      |                                   |  | (A)              |             | Transaction(s)                       |                                  |                                  |
|                                      |                                      |                                   | Code V   | or<br>Amount (D) | Price       | (Instr. 3 and 4)                     |                                  |                                  |
| Common<br>Stock                      | 10/01/2015                           |                                   | A  | 658 <u>(1)</u> A | \$<br>40.51 | 74,710 (2)                           | 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)

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

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| 1. Title of Derivative | 2. Conversion                                     | 3. Transaction Date (Month/Day/Year) |                  | 4.<br>Transactio | 5.<br>orNumber  | 6. Date Exerc<br>Expiration D |                    | 7. Title at Amount of                  |                         | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|---|--------------------------------------|------------------|------------------|---|-------------------------------|--------------------|--|-------------------------|------------------------|---|
| Security (Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | (monda, Day, Teal)                   | (Month/Day/Year) | Code (Instr. 8)  | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/                   |                    | Underlyin<br>Securities<br>(Instr. 3 a | ng<br>s                 | Security<br>(Instr. 5) | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |   |                                      |                  | Code V           | (A) (D)   | Date<br>Exercisable           | Expiration<br>Date | or<br>Title Nu<br>of                   | nount<br>umber<br>uares |                        |   |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |
| BUTLER STEPHEN G<br>C/O CONAGRA FOODS, INC.<br>ONE CONAGRA DRIVE<br>OMAHA, NE 68102 | X             |           |         |       |  |  |

## **Signatures**

/s/ Lyn Rhoten, attorney-in-fact

\*\*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).
- Represents the right to receive 658 shares based on the Reporting Person's deferral of director's fees into the stock account under the (1) Issuer's Directors' Deferred Compensation Plan. Shares will be issued based on the Reporting Person's deferral election, and the
- Reporting Person may not transfer deferred amounts out of the stock account.
- (2) Includes 170 shares acquired through a dividend equivalent reinvestment feature 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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