

CONAGRA FOODS INC /DE/
Form 3
June 06, 2013

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Theophilus Nicole B</p> <p>(Last) (First) (Middle)</p> <p>C/O CONAGRA FOODS, INC.,Â ONE CONAGRA DRIVE</p> <p>(Street)</p> <p>OMAHA,Â NEÂ 68102</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/27/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CONAGRA FOODS INC /DE/ [CAG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Human Resources</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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	27,202	D	Â
Common Stock	103.915 ⁽¹⁾	I	By 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	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)	
Employee Stock Options (Right to buy)	Â (2)	07/15/2022	Common Stock	120,000	\$ 24.74	D	Â
Employee Stock Options (Right to buy)	Â (3)	07/10/2018	Common Stock	60,000	\$ 26.15	D	Â
Employee Stock Options (Right to buy)	Â (4)	07/24/2017	Common Stock	18,000	\$ 23.93	D	Â
Restricted Stock Units	Â (5)	Â (6)	Common Stock	3,068	\$ 0 (6)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Theophilus Nicole B C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â EVP, Human Resources	Â

Signatures

/s/ Lyn Rhoten,
Attorney-in-fact

06/06/2013

**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 date of May 24, 2013.
- (2) These stock options will become exercisable as to 40% on 7/16/2013, 30% on 7/16/2014 and 30% on 7/16/2015.
- (3) These stock options became exercisable as to 40% on 7/11/2012, and will become exercisable as to 30% on 7/11/2013 and 30% on 7/11/2014.
- (4) These stock options became exercisable as to 40% on 7/25/2011 and 30% on 7/25/2012 and will become exercisable as to 30% on 7/25/2013.
- (5) Restricted stock units vest 100% on 2/26/2014, or earlier upon certain events.
- (6) 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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Remarks:

Exhibit 24-Power of Attorney is 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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