Maass Paul T Form 4 December 03, 2012

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

**OMB APPROVAL** 

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Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Maass Paul T

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CONAGRA FOODS INC /DE/

(Check all applicable)

[CAG]

(Last) (First) 3. Date of Earliest Transaction

Director 10% Owner

C/O CONAGRA FOODS,

(Street)

(Month/Day/Year) 11/30/2012

(Middle)

X\_ Officer (give title Other (specify below) President, Commercial

INC., ONE CONAGRA DRIVE

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

\_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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/30/2012		M(1)	8,000	A	\$ 21.34	18,390	D		
Common Stock	11/30/2012		S <u>(1)</u>	6,425 (2)	D	\$ 29.95	11,965	D		
Common Stock	11/30/2012		M(3)	15,000	A	\$ 22	26,965	D		
Common Stock	11/30/2012		S(3)	12,390 (2)	D	\$ 29.95	14,575	D		
Common Stock							4,636.4127 (4)	I	By 401(k) Plan Trust	

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

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

1. 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. Transactio Code (Instr. 8)	5. Number of inDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 21.34	11/30/2012		M(1)	8,000	(5)	09/24/2013	Common Stock	8,000
Employee Stock Options (right to buy)	\$ 22	11/30/2012		M(3)	15,000	<u>(6)</u>	07/12/2013	Common Stock	15,000

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Maass Paul T

C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE

President, Commercial

**Signatures** 

**OMAHA, NE 68102** 

/s/ Lyn Rhoten, Attorney-in-fact

\*\*Signature of Reporting Person Date

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## **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).
- This exercise of stock options reported in this Form 4 relates to the Reporting Person's acquisition and sale of shares, as part of the
- (1) process of exercising stock options that were scheduled to expire in September 2013. The exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 4, 2012.
- (2) All of the shares being sold were acquired by the Reporting Person upon the exercise of stock options.
- This exercise of stock options reported in this Form 4 relates to the Reporting Person's acquisition and sale of shares, as part of the (3) process of exercising stock options that were scheduled to expire in July 2013. The exercise and sale were effected pursuant to a Rule
- 10b5-1 trading plan adopted by the Reporting Person on October 4, 2012.
- Reflects updated holdings under the ConAgra Foods, Inc. 401(k) plan. The information in this report is based on a plan statement date of November 23, 2012.
- (5) These stock options became exercisable as to 40% on September 25, 2004, 30% on September 25, 2005 and 30% on September 25, 2006.
- (6) These stock options became exercisable as to 40% on May 27, 2007, 30% on May 25, 2008 and 30% on May 31, 2009.

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.