

CONAGRA FOODS INC /DE/
Form 3
May 15, 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 and Ticker or Trading Symbol | |
| Â Werner Thomas P. | | (Month/Day/Year) | CONAGRA FOODS INC /DE/ [CAG] | |
| (Last) | (First) | (Middle) | 05/06/2015 | |
| C/O CONAGRA FOODS, INC.,Â ONE CONAGRA DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | President, Commercial Foods | | <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 | 1,544.9447 ⁽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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Options (Right to buy) | Â (2) | 07/13/2024 | Common Stock | 57,482 | \$ 30.89 | D | Â |
| Employee Stock Options (Right to buy) | Â (3) | 07/14/2023 | Common Stock | 34,908 | \$ 36.89 | D | Â |
| Restricted Stock Units | Â (4) | Â (5) | Common Stock | 5,818 | \$ 0 (5) | D | Â |
| Restricted Stock Units | Â (6) | Â (5) | Common Stock | 9,000 | \$ 0 (5) | D | Â |
| Deferral Interests | Â (7) | Â (7) | Common Stock | 15,179.12 | \$ 0 (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Werner Thomas P. C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102 | Â | Â | Â President, Commercial Foods | Â |

Signatures

/s/ Lyn Rhoten,
Attorney-in-fact

05/15/2015

**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 May 13, 2015.
- (2) These stock options will become exercisable as to 40% on 7/14/2015, 30% on 7/14/2016, and 30% on 7/14/2017.
- (3) These stock options became exercisable as to 40% on 7/15/2014, and will become exercisable as to 30% on 7/15/2015, and 30% on 7/15/2016.
- (4) Restricted stock units vest 100% on 7/15/2016, or earlier upon certain events.
- (5) 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.
- (6) Restricted stock units vest 100% on 7/16/2015, or earlier upon certain events.
- (7) Each deferral interest is the economic equivalent of one share of issuer common stock. To be settled in ConAgra Foods common stock, annually over 10 years, commencing January 2028.

Â

Remarks:

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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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