

Hawaux Andre J
 Form 4
 April 12, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Hawaux Andre J

2. Issuer Name and Ticker or Trading Symbol
 CONAGRA FOODS INC /DE/ [CAG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Consumer Foods

C/O CONAGRA FOODS, INC., ONE CONAGRA DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

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. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/11/2013 | | M | | 10,000 | A | \$ 25.76 |
| Common Stock | 04/11/2013 | | M | | 80,000 | A | \$ 25.76 |
| Common Stock | 04/11/2013 | | M | | 160,000 | A | \$ 26.8 |
| Common Stock | 04/11/2013 | | S | | 250,000 | D | \$ 34.8859 |
| | | | | | | | <u>(1)</u> |
| | | | | | | | 550 |
| | | | | | | | I |

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Common
Stock

By
Spouse

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)

| 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. Transaction Code (Instr. 8) | 5. Number of 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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Employee Stock Options (right to buy) | \$ 25.76 | 04/11/2013 | | M | 10,000 | <u>(2)</u> 11/30/2013 | Common Stock 10,000 |
| Employee Stock Options (right to buy) | \$ 25.76 | 04/11/2013 | | M | 80,000 | <u>(3)</u> 11/30/2013 | Common Stock 80,000 |
| Employee Stock Options (right to buy) | \$ 26.8 | 04/11/2013 | | M | 160,000 | <u>(4)</u> 07/16/2014 | Common Stock 160,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hawaux Andre J C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102 | | | President, Consumer Foods | |

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

04/12/2013

__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).

Price reflects a weighted average sale price for multiple transactions ranging from \$34.8000 to \$34.9700 per share, inclusive. The

- (1) Reporting Person undertakes to provide, upon request by the SEC Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) These stock options became exercisable as to 40% on December 1, 2007, 30% on December 1, 2008 and 30% on December 1, 2009.
- (3) These stock options became exercisable as to 40% on May 27,2007, 30% on May 25, 2008 and 30% on May 31, 2009.
- (4) These stock options became exercisable as to 40% on May 25, 2008, 30% on May 31, 2009 and 30% on May 30, 2010.

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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