Edgar Filing: RODKIN GARY M - Form 4

RODKIN GA	ARY M										
Form 4											
July 17, 2009	1										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
	• UNITE	ED STATES					NGE (COMMISSION	OND	3235-0287	
Check this	s box		Was	hington, l	D.C. 205	549			Number:		
if no long									Expires:	January 31, 2005	
subject to	SIAI	EMENTO	F CHAN			CIA	LOW	NERSHIP OF	Estimated		
	Section 16.				SECURITIES				burden hours per		
Form 4 or Form 5			Q	$(\cdot, \cdot) = \mathbf{f} \cdot \mathbf{f}$	C	F	. 1	· · · · · · · · · · · · · · · · · · ·	response	0.5	
obligation	c	-						ge Act of 1934,			
may conti	nue. Section			vestment C	•	• •		of 1935 or Sectio	011		
See Instru	ction	50(II)	of the my	vestment C	Joinpany	y Act	. 01 19	40			
1(b).											
(Print or Type R	esponses)										
DODUNICIDUIC				2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
KODKIN GART M			Symbol CONAGRA FOODS INC /DE/				,				
			[CAG]	JKA FUUI	DS INC	IDE/		(Chee	ck all applicable	e)	
(Last)	(First)	(Middle)		Earliest Tra	neaction			X Director	109	6 Owner	
(Eust)	(Thist)	(initiatic)	(Month/Da		lisaction			X Officer (give	e title Oth	er (specify	
C/O CONAC	GRA FOODS	,	07/15/20	-				below)	below) sident and CEO		
INC., ONE C	CONAGRA E	DRIVE						1105		·	
	(Street)		4. If Amer	ndment, Date	e Original			6. Individual or J	oint/Group Fili	ng(Check	
				Filed(Month/Day/Year)				Applicable Line)			
								X Form filed by			
OMAHA, N	E 68102							Form filed by M Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	rivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of	2. Transaction	Date 2A. De	emed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Y		on Date, if	Transactio			r	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
								Reported	(11150.4)	(11150.4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common				0000 /	mount	(2)	1100	202.075	D		
Stock								292,867	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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 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 orDerivative Securities Acquired (A) o Disposed of (D (Instr. 3, 4, and 5))	Date	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (right to buy)	\$ 19.05	07/15/2009		А	500,000	(1)	07/14/2016	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RODKIN GARY M C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Х		President and CEO				
Signatures							
/s/Colleen Batcheler, Attorney-in-fact	()7/17/2009					
**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).

(1) Options become exercisable as to 40% on July 15, 2010, 30% on July 15, 2011, and 30% on July 15, 2012.

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.