

CONAGRA FOODS INC /DE/  
Form 8-K  
June 23, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 8-K  
CURRENT REPORT PURSUANT TO  
SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of report (Date of earliest event reported) June 23, 2011  
ConAgra Foods, Inc.  
(Exact Name of Registrant as Specified in Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)**

1-7275  
(Commission File Number)

47-0248710  
(IRS Employer Identification No.)

One ConAgra Drive  
Omaha, NE  
(Address of Principal Executive Offices)

68102  
(Zip Code)

Registrant's Telephone Number, Including Area Code (402) 240-4000  
Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On June 23, 2011, ConAgra Foods, Inc. (the Company ) issued a press release and posted a question and answer document ( Q&A ) on its website containing information on the Company s fourth quarter fiscal 2011 financial results. The press release and Q&A are furnished with this Current Report on Form 8-K as exhibits 99.1 and 99.2, respectively.

The press release and Q&A include the non-GAAP financial measures of adjusted operating profit for the Consumer Foods segment, adjusted unallocated corporate expense and adjusted diluted earnings per share from continuing operations. Management considers GAAP financial measures as well as such non-GAAP financial information in its evaluation of the Company s financial statements and believes these non-GAAP measures provide useful supplemental information to assess the Company s operating performance and financial position. These measures are reconciled in the press release and Q&A to the most directly comparable measures as reported in accordance with GAAP, and should be viewed in addition to, and not in lieu of, the Company s diluted earnings per share and operating performance and financial measures as calculated in accordance with GAAP.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press Release issued June 23, 2011

Exhibit 99.2 Questions and Answers

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONAGRA FOODS, INC.

Date: June 23, 2011

By: /s/ Colleen Batcheler  
Name: Colleen Batcheler  
Title: Executive Vice President, General  
Counsel and Corporate Secretary

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**Exhibit Index**

Exhibit 99.1 Press Release issued June 23, 2011

Exhibit 99.2 Questions and Answers