

CONAGRA FOODS INC /DE/  
Form 8-K  
December 17, 2008

**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**

**December 17, 2008**

**Date of report (Date of earliest event reported)**

**ConAgra Foods, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**

**(State or Other Jurisdiction of Incorporation)**

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**1-7275**  
(Commission File Number)

**47-0248710**  
(IRS Employer Identification No.)

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

**68102**  
(Zip Code)

**(402) 595-4000**

(Registrant's Telephone Number, Including Area Code)

(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 (*see* General Instruction A.2. below):

- .. 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))

**Item 2.02 Results of Operations and Financial Condition**

On December 17, 2008, ConAgra Foods, Inc. issued a press release and posted a question and answer document on its website containing information on second quarter fiscal 2009 financial results. The press release and Q&A are furnished with this Form 8-K as exhibits 99.1 and 99.2, respectively.

The release includes the non-GAAP financial measures of adjusted operating profit for the Consumer Foods segment and earnings per share from continuing operations. Management considers GAAP financial measures as well as such supplemental financial information exclusive of items impacting comparability in its evaluation of the Company's financial statements. Management believes the presentation of supplemental financial information exclusive of items impacting comparability is relevant to an investor and facilitates investor understanding of continuing operations and segment performance and trends.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit 99.1 Press Release issued December 17, 2008

Exhibit 99.2 Questions and Answers

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: December 17, 2008

By: /s/ Colleen Batcheler

Name: Colleen Batcheler

Title: Senior Vice President, General Counsel and Corporate Secretary

**Exhibit Index**

Exhibit 99.1 Press release issued December 17, 2008

Exhibit 99.2 Questions and Answers