CONAGRA FOODS INC /DE/

Form 4

September 28, 2009

Check this box

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

OMB Number:

Expires:

3235-0287

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * MARSHALL RUTH ANN

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CONAGRA FOODS INC /DE/

(Check all applicable)

[CAG]

(Last)

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Month/Day/Year)

09/25/2009

Officer (give title Other (specify below)

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

> (Street) 4. If Amendment, Date Original

> > Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

I

6. Individual or Joint/Group Filing(Check

Person

OMAHA, NE 68102

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of

Security (Instr. 3) (Month/Day/Year) Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Securities Beneficially Owned Following

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Price (D)

\$0

(A)

Common 09/25/2009 Stock

Code V Amount 3,000 A (1)

 $10,710^{(2)}$

750

Living Trust

Common Stock

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

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SEC 1474 (9-02)

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Director Options (right to buy)	\$ 21.47	09/25/2009		A	15,000	03/25/2010(3)	09/24/2019	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
MARSHALL RUTH ANN C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	X					

Signatures

/s/ Colleen Batcheler,
Attorney-in-fact
09/28/2009

**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) This annual grant of shares to the director was deferred into the company's director's deferred compensation plan pursuant to the reporting person's standing election.
- (2) Includes 125 additional shares acquired through the company dividend reinvestment plan on April 1, 2009 and July 1, 2009.
- (3) The option becomes fully exercisable 6 months from the date of grant.

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.

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