

Wise Robert G
 Form 4
 July 17, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Wise Robert G

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Corporate Controller

(Last) (First) (Middle)
 C/O CONAGRA FOODS,
 INC., ONE CONAGRA DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/15/2012

OMAHA, NE 68102

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

(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)
				(A) or (D)	Price		
Common Stock	07/15/2012		M	3,540	A \$ 0	3,540	D
Common Stock	07/15/2012		F ⁽¹⁾	1,114	D \$ 25.28	2,426	D
Common Stock						1.2879 ⁽²⁾	I by 401(k) Plan Trust

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

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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 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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	\$ 0 ⁽³⁾	07/15/2012		M		3,540		⁽³⁾	⁽³⁾	Common Stock	3,540
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/16/2012		A	7,000			⁽⁵⁾	⁽⁵⁾	Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wise Robert G C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102			VP, Corporate Controller	

Signatures

/s/ Lyn Rhoten,
attorney-in-fact

07/17/2012

**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) ConAgra Foods deducted these shares from the total shares vested to satisfy statutory tax withholding amounts.
- (2) Between January 17, 2012 and July 15, 2012, the reporting person acquired .7428 shares of ConAgra Foods, Inc. common stock under the 401(k) plan. The information in this report is based on a plan statement date of July 6, 2012.
- (3) The restricted stock units were granted on July 15, 2009 and vested on July 15, 2012. Each unit represented the right to receive one share of ConAgra Foods common stock on the vesting date.
- (4) Each restricted stock unit represents a contingent right to receive one share of ConAgra Foods common stock upon settlement.

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(5) Restricted stock units vest on July 16, 2015, or earlier upon certain events.

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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