

CONAGRA FOODS INC /DE/

Form 3

March 24, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Bolles Albert D.

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/14/2014

3. Issuer Name **and** Ticker or Trading Symbol  
CONAGRA FOODS INC /DE/ [CAG]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP &amp; Chief Tech &amp; Op Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting PersonC/O CONAGRA FOODS,  
INC.,Â ONE CONAGRA  
DRIVE

(Street)

OMAHA,Â NEÂ 68102

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

34,124

D

Â

Common Stock

800

I

By Spouse

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                                          | Date<br>Exercisable | Expiration<br>Date | (Instr. 4)<br>Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------------------|---------------------|--------------------|---------------------|----------------------------------|------------------------------------|---------------------------------------------------------------------------|---|
| Employee Stock Options<br>(Right to buy) | Â (1)               | 07/14/2023         | Common<br>Stock     | 104,724                          | \$ 36.89                           | D                                                                         | Â |
| Employee Stock Options<br>(Right to buy) | Â (2)               | 07/15/2022         | Common<br>Stock     | 120,000                          | \$ 24.74                           | D                                                                         | Â |
| Employee Stock Options<br>(Right to buy) | Â (3)               | 07/10/2018         | Common<br>Stock     | 120,000                          | \$ 26.15                           | D                                                                         | Â |
| Employee Stock Options<br>(Right to buy) | Â (4)               | 07/24/2017         | Common<br>Stock     | 120,000                          | \$ 23.93                           | D                                                                         | Â |
| Employee Stock Options<br>(Right to buy) | Â (5)               | 07/15/2015         | Common<br>Stock     | 120,000                          | \$ 21.26                           | D                                                                         | Â |
| Employee Stock Options<br>(Right to buy) | Â (6)               | 05/02/2016         | Common<br>Stock     | 100,000                          | \$ 22.88                           | D                                                                         | Â |
| Restricted Stock Units                   | Â (7)               | Â (8)              | Common<br>Stock     | 10,000                           | \$ 0 (8)                           | D                                                                         | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                                 |  | Other |
|-------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|--|-------|
|                                                                                     | Director      | 10% Owner | Officer                         |  |       |
| Bolles Albert D.<br>C/O CONAGRA FOODS, INC.<br>ONE CONAGRA DRIVE<br>OMAHA, NE 68102 | Â             | Â         | Â EVP & Chief Tech & Op Officer |  | Â     |

## Signatures

/s/ Julie Griffin,  
Attorney-in-fact

03/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These stock options will become exercisable as to 40% on 7/15/2014, 30% on 7/15/2015 and 30% on 7/15/2016.
- (2) These stock options became exercisable as to 40% on 7/16/2013, and will become exercisable as to 30% on 7/16/2014 and 30% on 7/16/2015.
- (3) These stock options became exercisable as to 40% on 7/11/2012 and 30% on 7/11/2013, and will become exercisable as to 30% on 7/11/2014.
- (4) These stock options became exercisable as to 40% on 7/25/2011, 30% on 7/25/2012 and 30% on 7/25/2013.
- (5) These stock options became exercisable as to 40% on 7/16/2009, 30% on 7/16/2010 and 30% on 7/16/2011.

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- (6) These stock options became exercisable as to 40% on 5/3/2007, 30% on 5/3/2008 and 30% on 5/3/2009.
- (7) Restricted stock units vest 100% on 7/15/2016, or earlier upon certain events.
- (8) Each unit is the economic equivalent of one share of ConAgra Foods common stock and will be settled in ConAgra Foods common stock on the vesting date.

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**Remarks:**

ExhibitÂ 24-PowerÂ ofÂ AttorneyÂ isÂ attached.

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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