

Edgar Filing: CONAGRA FOODS INC /DE/ - Form 3

				Shares		(I) (Instr. 5)	
Options (right to buy)	Â (1)	07/08/2014	Common Stock	5,000	\$ 27.52	D	Â
Options (right to buy)	Â (2)	07/24/2015	Common Stock	40,000	\$ 23.14	D	Â
Share Equivalent Units	Â (3)	07/09/2007	Common Stock	2,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Warner Joel Mark ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â Vice President, Internal Audit	Â

Signatures

Joel Mark
Warner
05/05/2006

__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) Options become exercisable at 40% on May 29, 2005, 30% on May 28, 2006, and 30% on May 27, 2007.
- (2) Options become exercisable at 40% on May 28, 2006, 30% on May 27, 2007, and 30% on May 25, 2008.
- (3) Share equivalent units vest on July 9, 2007, 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. 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.