

Linehan Patrick Douglas
Form 3
January 20, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated 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 Linehan Patrick Douglas

(Last) (First) (Middle)

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

(Street)

OMAHA,Â NEÂ 68102

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/16/2009

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

SVP, Corporate Controller

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

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

290

D Â

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 Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Edgar Filing: Linehan Patrick Douglas - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Options (right to buy)	Â <u>(1)</u>	09/26/2013	Common Stock	15,000	\$ 24.48	D	Â
Options (right to buy)	Â <u>(2)</u>	07/16/2014	Common Stock	16,500	\$ 26.8	D	Â
Options (right to buy)	Â <u>(3)</u>	07/15/2015	Common Stock	12,000	\$ 21.26	D	Â
Share Equivalent Units	Â <u>(4)</u>	09/27/2009	Common Stock	8,000	\$ <u>(8)</u>	D	Â
Share Equivalent Units	Â <u>(5)</u>	05/30/2010	Common Stock	3,300	\$ <u>(8)</u>	D	Â
Share Equivalent Units	Â <u>(6)</u>	05/08/2011	Common Stock	6,000	\$ <u>(8)</u>	D	Â
Share Equivalent Units	Â <u>(7)</u>	07/16/2011	Common Stock	2,400	\$ <u>(8)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linehan Patrick Douglas C/O CONAGRA FOODS, INC. ONE CONAGRA DRIVE OMAHA, NE 68102	Â	Â	Â SVP, Corporate Controller	Â

Signatures

/s/ Patrick Douglas
Linehan

01/20/2009

__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 vest 40% on September 27, 2007, 30% on September 27, 2008, and 30% on September 27, 2009

(2) Options vest 40% on May 25, 2008, 30% on May 31, 2009, and 30% on May 30, 2010

(3) Options vest 40% on July 16, 2009, 30% on July 16, 2010, and 30% on July 16, 2011

(4) Share equivalent units vest 100% on September 27, 2009

(5) Share equivalent units vest 100% on May 30, 2010

(6) Share equivalent units vest 100% on May 8, 2011

(7) Share equivalent units vest 100% on July 16, 2011

Edgar Filing: Linehan Patrick Douglas - Form 3

- (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

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.