

Adams Kevin P  
Form 3  
January 12, 2005

**FORM 3**

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

OMB APPROVAL

OMB  
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**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 \*

^ Adams Kevin P

(Last) (First) (Middle)

ONE CONAGRA  
DRIVE,^ OMAHA, NE 68102

(Street)

^

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/03/2005

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

X Officer \_\_\_ Other  
(give title below) (specify below)

EVP Operational Support

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
X 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

30,000

D

^

Common Stock

925

I

By 401-k Trust

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  
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**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

5. Ownership  
Form of  
Derivative

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Share Equivalent Units	Â (1)	Â (2)	Common Stock	6,345	\$ 0	D	Â
Share Equivalent Units	Â (3)	Â (2)	Common Stock	16,430	\$ 0	D	Â
Share Equivalent Units	Â (4)	Â (2)	Common Stock	17,766	\$ 0	D	Â
Share Equivalent Units	Â (3)	Â (5)	Common Stock	17,626	\$ 0	D	Â
Share Equivalent Units	Â (4)	Â (5)	Common Stock	18,122	\$ 0	D	Â
Options (right to buy)	08/23/2000	09/27/2008	Common Stock	20,526	\$ 13.713	D	Â
Options (right to buy)	08/23/2000	06/03/2009	Common Stock	7,498	\$ 14.571	D	Â
Options (right to buy)	08/23/2000	05/02/2010	Common Stock	3,282	\$ 13.942	D	Â
Options (right to buy)	Â (6)	09/26/2011	Common Stock	20,000	\$ 22	D	Â
Options (right to buy)	Â (7)	07/11/2012	Common Stock	25,380	\$ 25.36	D	Â
Deferral Interests	Â (8)	Â (2)	Common Stock	10,506	\$ (8)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams Kevin P ONE CONAGRA DRIVE OMAHA, NE 68102 Â	Â	Â	Â EVP Operational Support	Â

## Signatures

Kevin P. Adams      01/11/2005

\_\_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) Share equivalent units vest on May 27, 2007, or earlier upon certain events.
- (2) Converted to common stock on a one-for-one basis on vesting, employment termination or death.
- (3) Share equivalent units vest on May 25, 2008, or earlier upon certain events.
- (4) Share equivalent units vest on May 31, 2009, or earlier upon certain events.
- (5) To be settled on a one-for-one basis in cash on vesting, employment termination or death.
- (6) Options vest 20% per year, beginning September 27, 2001.
- (7) Options vest 40% as of July 12, 2003; 30% as of July 12, 2004; and 30% as of July 12, 2005.
- (8) Accrued pursuant to deferred compensation plan; deferral interests convert to common stock on a one-for-one basis on employment termination or death.

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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