

BAY MOGENS C
 Form 144
 June 28, 2010

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL

OMB Number: 3235-0101 Expires: March 31, 2011 Estimated average burden hours per response..... 2.00

SEC USE ONLY

DOCUMENT SEQUENCE NO.

CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO. WORK LOCATION

ConAgra Foods, Inc. 470248710 001-007275
 1 (d) ADDRESS STREET CITY STATE ZIP CODE (e) TELEPHONE NO.
 OF ISSUER AREA CODE NUMBER

One ConAgra Drive Omaha NE 68102 402 240-4000
 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD (b) RELATIONSHIP TO ISSUER (c) ADDRESS STREET CITY STATE ZIP CODE
 Mogens C. Bay Director c/o ConAgra Foods, Inc., One ConAgra Drive, Omaha, NE 68102

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

and Address of Each Broker Through Whom the **SEC USE ONLY** (c) (d) (e) (f)
Broker-Dealer **Aggregate** **Number of Shares** **Approx**

Securities are to be Offered or Each Market Maker who is Acquiring the Securities	File Number	Number of Shares or Other Units To Be Sold (See instr. 3(c))	Market Value (See instr. 3(d))	or Other Units Outstanding (See instr. 3(e))	Date of (See instr. 3(f)) (MO. DA 06/28/
n Stanley Smith Barney California St., STE 400 a, NE 68154		9,000	\$217,890 as of 6/24/2010	445,558,468 (as of 3/28/2010)	

INSTRUCTIONS:

1. (a) Name of issuer
 (b) Issuer's I.R.S. Identification Number
 (c) Issuer's S.E.C. file number, if any
 (d) Issuer's address, including zip code
 (e) Issuer's telephone number, including area code

2. (a) Name of person for whose account the securities are to be sold
 (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 (c) Such person's address, including zip code

3. (a) Title of the class of securities to be sold
 (b) Name and address of each broker through whom the securities are intended to be sold
 (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 (f) Approximate date on which the securities are to be sold
 (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Stock	06/28/2010	Exercise and Sell to Cover Stock Options pursuant to the ConAgra Foods, Inc. 2000 Stock Plan	ConAgra Foods, Inc.	9,000	06/28/2010	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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REMARKS:**INSTRUCTIONS:**

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See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

DATE OF NOTICE

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

/s/ Mogens C. Bay

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION,
IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)