

CONAGRA BRANDS INC.

Form 4

July 06, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDSTONE STEVEN F**

(Last) (First) (Middle)

**C/O CONAGRA BRANDS,  
INC., 222 W. MERCHANDISE  
MART PLAZA, STE 1300**

(Street)

**CHICAGO, IL 60654**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CONAGRA BRANDS INC. [CAG]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**07/03/2017**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common<br>Stock                       | 07/03/2017                              |   | M                                       | 105,627   | A \$ 19.22<br>(1)  | 300,668.71<br>(1)   | D   |
| Common<br>Stock                       | 07/03/2017                              |   | S                                       | 57,100<br>(2)   | D \$ 35.5994<br>(3)  | 243,568.71<br>(3)   | D   |

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

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Stock Options (right to buy)      | \$ 19.22<br>(4)  | 07/03/2017                           |  | M                              | 105,627<br>(4)  | 03/27/2008 09/26/2017                                    | Common Stock 105,627  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| GOLDSTONE STEVEN F<br>C/O CONAGRA BRANDS, INC.<br>222 W. MERCHANDISE MART PLAZA, STE 1300<br>CHICAGO, IL 60654 | X                                |

## Signatures

/s/ Christine Herbas,  
Attorney-in-fact 07/06/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

Includes 669 shares acquired through a dividend equivalent reinvestment feature under the Issuer's Directors' Deferred Compensation Plan and 64 shares acquired through dividend equivalent rights under the Issuer's 2014 Stock Plan, in each case since the date of the Reporting Person's last report.

(1) All of the shares being sold were acquired by the Reporting Person within the past two business days upon exercise of stock options that were due to expire on September 26, 2017.

(2) Price reflects the weighted average sale price for multiple transactions that ranged from \$35.47 to \$35.79 per share. The reporting person undertakes to provide, upon request by the Commission Staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Reflects an antidilution adjustment to the number of options (originally granted on September 27, 2007 and expiring September 26, 2017, for 78,616 shares at an exercise price of \$25.82 per share) held by the Reporting Person and the exercise price thereof, which antidilution adjustment was made prior to the exercise date in connection with the spinoff of Lamb Weston Holdings, Inc. from the Issuer on November 9, 2016 (the "Spinoff"). The total number of options held by the Reporting Person immediately prior to the Spinoff was 78,616.

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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