Batcheler Colleen Form 4 August 30, 2018

FORM 4

OMB APPROVAL E COMMISSION OMB

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

Common

Common

Stock

Stock

08/28/2018

08/28/2018

(Print or Type Responses)

	and Address of Reporting eler Colleen	Symbol		ANDS INC. [CAG]	5. Relationship of Reporting Person(s) to Issuer			
(La	st) (First) (I	Middle) 3. Date o	f Earliest T	ransaction	(Check all applicable)			
		(Month/I	Day/Year)		Director	10%	Owner	
INC.,	ONAGRA BRANDS, 222 W. MERCHAND	08/28/2	•		X_ Officer (give title Other (specify below)			
MART	TPLAZA, STE 1300							
	(Street)	4. If Ame	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mo	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by One Reporting Person			
CHICA	AGO, IL 60654				Form filed by More than One Reporting Person			
(Ci	ty) (State)	(Zip) Tab	le I - Non-I	Derivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
(Instr. 3) any		Execution Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A)	Transaction(s)	(111511. 7)		

Code V Amount

12,080

5,352

M

F

or

(D)

D

Price

\$ 0 (1)

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

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SEC 1474

(9-02)

(Instr. 3 and 4)

D

D

175,225

169,873

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		8 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	08/28/2018		M	12,080 (2)	<u>(1)</u>	<u>(1)</u>	Common Stock	12,080 (2)	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Batcheler Colleen C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654

EVP Gen Counsel & Corp Secty

De

Signatures

/s/ Christine Herbas,

attorney-in-fact 08/30/2018

**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).
- (1) The restricted stock units (RSUs) were granted on August 28, 2015 and vested on August 28, 2018. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.
- Reflects an antidilution adjustment to the number of RSUs held by the Reporting Person, which antidilution adjustment was made prior to the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from Conagra Brands, Inc. on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 8,991.

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.

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