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CONAGRA FOODS INC /DE/
Form 8-K
August 23, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

August 23, 2002
Date of Report (Date of earliest event reported)

ConAgra Foods, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|--|
| Delaware (State or other jurisdiction of incorporation) | 1-7275 (Commission File Number) | 47-0248710 (IRS Employer Identification No.) |
|--|---------------------------------------|--|

| | |
|--|--------------------------|
| One ConAgra Drive, Omaha, Nebraska (Address of principal executive offices) | 68102-5001 (Zip Code) |
|--|--------------------------|

Registrant's telephone number, including area code
(402) 595-4000

Item 7(c). Exhibits.

99.1 Statement Under Oath of Principal Executive Officer

99.2 Statement Under Oath of Principal Financial Officer

Item 9. Regulation FD Disclosure

On August 23, 2002, each of the Principal Executive Officer, Bruce Rohde, and Principal Financial Officer, James P. O'Donnell, of ConAgra Foods, Inc., forwarded to the Securities and Exchange Commission a written statement under oath pursuant to SEC Order No. 4-460. A copy of each of these statements is attached hereto as an exhibit (99.1 and 99.2).

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CONAGRA FOODS, INC.

Date: August 23, 2002

By: /s/ James P. O'Donnell

Name: James P. O'Donnell
Title: Executive Vice President,
Chief Financial Officer and
Corporate Secretary

EXHIBIT INDEX

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| 99.1 | Statement Under Oath of Principal Executive Officer..... | |
| 99.2 | Statement Under Oath of Principal Financial Officer..... | |