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CONAGRA FOODS INC /DE/  
Form 8-A12B/A  
May 10, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-A/A

For Registration of Certain Classes of Securities  
Pursuant To Section 12(b) or (g) of the  
Securities Exchange Act of 1934

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

Delaware  
(State of incorporation or organization) 47-0248710  
(I.R.S. Employer  
Identification No.)

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

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A. (c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A. (d), check the following box. [ ]

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be so registered
Preferred Share Purchase Rights	New York Stock Exchange

Securities Act registration statement file number to which this Form relates:  
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

This Form 8-A/A amends and supplements the Form 8-A filed by ConAgra Foods, Inc.  
and dated July 12, 1996 with respect to Preferred Share Purchase Rights.

Item 1. Description of Registrant's Securities to be Registered.

ConAgra Foods, Inc. (the "Company") on May 7, 2004 amended the Rights  
Agreement, dated as of July 12, 1996, between the Company and Wells Fargo Bank,  
National Association, as Rights Agent (the "Rights Agreement"). The amendment  
effectively terminates the Rights Agreement and the associated preferred share  
purchase rights on May 14, 2004.

The amendment, approved by the Board on May 5, 2004 in accordance with

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Section 27 of the Rights Agreement, is attached hereto as an exhibit and incorporated by reference.

Item 2. Exhibits.

- 99.1 Amendment to Rights Agreement, dated as of May 7, 2004, between ConAgra Foods, Inc. and Wells Fargo Bank, National Association, as Rights Agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ConAgra Foods, Inc.

By /s/ J.P. O'Donnell

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Name: J.P. O'Donnell

Title: Executive Vice President

Date: May 7, 2004

EXHIBIT INDEX

Exhibit	Description
99.1	Amendment to Rights Agreement, dated as of May 7, 2004, between ConAgra Foods, Inc. and Wells Fargo Bank, National Association.