

CONAGRA FOODS INC /DE/

Form 424B5

April 06, 2009

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This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED APRIL 6, 2009

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-155665

**Prospectus Supplement
April , 2009
(To Prospectus dated April 2, 2009)**

\$750,000,000

\$ % Senior Notes due
\$ % Senior Notes due

We are offering \$ principal amount of % Senior Notes due , which we refer to in this prospectus supplement as our notes , and \$ principal amount of % Senior Notes due , which we refer to in this prospectus supplement as our notes. We collectively refer to both series of notes offered hereby as our notes.

We will pay interest on the notes on and of each year, or the first business day thereafter if or is not a business day, commencing on , 2009. We may redeem some or all of the notes of either series at any time and from time to time at the applicable redemption price described herein.

The notes will be our senior unsecured obligations and will rank equally with all our other senior unsecured indebtedness from time to time outstanding.

The notes will not be listed on any securities exchange. There are currently no public markets for the notes.

See Risk Factors on page S-6 of this prospectus supplement to read about certain risks you should consider before investing in the notes.

	Per	Note	Total	Per	Note	Total
Public Offering Price(1)		%	\$		%	\$
Underwriting Discount		%	\$		%	\$
Proceeds to us (before expenses)(1)		%	\$		%	\$

(1) Plus accrued interest, if any, from April , 2009 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete.

Any representation to the contrary is a criminal offense.

Delivery of the notes offered hereby in book-entry form will be made only through the facilities of The Depository Trust Company for the accounts of its participants, including Euroclear and Clearstream, on or about April , 2009.

Joint Book-Running Managers

Banc of America Securities LLC

J.P. Morgan

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and the securities we may offer from time to time, some of which may not apply to this offering. This prospectus supplement describes the specific details regarding this offering and the notes offered hereby. Additional information is incorporated by reference in this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus or in any free writing prospectus that we may provide to you. We have not, and the underwriters have not, authorized anyone to provide you with different information. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus or any document incorporated by reference is accurate as of any date other than the date mentioned on the cover page of these documents. We are not, and the underwriters are not, making offers to sell the securities in any jurisdiction in which an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make an offer or solicitation.

References in this prospectus supplement to the terms we, us, ConAgra Foods, the Company or other similar terms mean ConAgra Foods, Inc. and its consolidated subsidiaries, unless we state otherwise or the context indicates otherwise.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Such reports and other information (including the documents incorporated by reference into this prospectus supplement and the accompanying prospectus) may be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material can also be obtained at prescribed rates from the public reference facilities of the SEC at its Washington, D.C. address. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a site on the World Wide Web (<http://www.sec.gov>) that contains reports, proxy statements and other information regarding companies like us that file electronically with the SEC. Our file number with the SEC is 001-07275.

We incorporate by reference into this prospectus supplement and the accompanying prospectus information in the documents we file with the SEC, which means that we can disclose important information to you by referring you directly to those documents. The information incorporated by reference is considered part of this prospectus supplement and the accompanying prospectus. The information that we file subsequently with the SEC will automatically update and, where applicable, modify and supersede information contained in this prospectus supplement and the accompanying prospectus. We incorporate by reference the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, until we sell all the securities offered by this prospectus supplement:

Annual Report on Form 10-K for the fiscal year ended May 25, 2008;

Quarterly Reports on Form 10-Q for the periods ended August 24, 2008, November 23, 2008 and February 22, 2009;

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Current Reports on Form 8-K filed on June 23, 2008, June 27, 2008, July 1, 2008, July 18, 2008, November 25, 2008, December 22, 2008, January 16, 2009, February 9, 2009 and March 17, 2009; and

The description of ConAgra Foods common stock contained in registration statements on Form 8-A filed under the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

Our Current Report on Form 8-K filed with the SEC on November 25, 2008 provides revised historical segment information on a basis consistent with our current segment reporting structure. As a result of the change in reporting structure, the segment discussions within Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations and applicable segment information in the footnotes of our consolidated financial statements included in our Annual Report on Form 10-K for the fiscal

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year ended May 25, 2008 have been revised and are included in Exhibits 99.2 and 99.3 to our Current Report on Form 8-K filed with the SEC on November 25, 2008. We are not incorporating by reference any of the information that we furnish under Item 2.02 or Item 7.01 (or corresponding information furnished under Item 9.01 or included as an exhibit) of any past or future Current Reports on Form 8-K that we may from time to time furnish to the SEC, unless otherwise specified in such Current Report.

We will provide you, without charge, with copies of any documents incorporated into this prospectus supplement and the accompanying prospectus by reference through the Investors link on our Internet web site at <http://www.conagrafoods.com> or if you request them in writing or by telephone from:

ConAgra Foods, Inc.
One ConAgra Drive
Omaha, Nebraska 68102
Attention: Corporate Secretary
Telephone: (402) 595-4000

Please note that information contained on or accessible through our website or the website of any other person is not incorporated by reference into this prospectus supplement or the accompanying prospectus, other than such documents filed with the SEC, and you should not consider information contained on our website or accessible through those websites, other than such documents filed with the SEC, as part of this prospectus supplement or the accompanying prospectus.

FORWARD-LOOKING STATEMENTS

This prospectus supplement, including the documents incorporated by reference, contains forward-looking statements. These forward-looking statements are based on management's current views and assumptions of future events and financial performance and are subject to uncertainty and changes in circumstances. Words such as believe, estimate, project, expect, anticipate, may, will, could and should, and variations of such words and other similar expressions are intended to identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in or by such forward-looking statements. In addition to the risk factors described in this prospectus supplement under Risk Factors, as well as in documents incorporated by reference into this prospectus supplement and the accompanying prospectus, important factors that could cause our actual results to differ materially from those in forward-looking statements include, among others:

- the availability and prices of raw materials;
- the effectiveness of our product pricing;
- future economic circumstances;
- industry conditions;
- our ability to execute our operating plans;
- the competitive environment and related market conditions;
- our operating efficiencies;

the ultimate impact of our product recalls;

our access to capital; and

actions of governments and regulatory factors affecting our businesses.

The forward-looking statements in this prospectus supplement and the documents incorporated by reference speak only as of the date of the document in which the forward-looking statement is made, and we undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by applicable law.

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SUMMARY

The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus supplement and the accompanying prospectus, including the documents we have incorporated by reference, and in the indenture as described under Description of the Notes. Because this is a summary, it does not contain all the information that may be important to you. We urge you to read this entire prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, carefully, including the Risk Factors section and our consolidated financial statements and the related notes.

The Company

We are one of North America's leading food companies, with brands in 97% of America's households. ConAgra Foods also has a strong business-to-business presence, supplying potato, other vegetable, spice and grain products to a variety of well-known restaurants, foodservice operators and commercial customers. We report our operations in two reporting segments: Consumer Foods and Commercial Foods.

Our Consumer Foods reporting segment includes branded, private label and customized food products, which are sold in various retail and foodservice channels, principally in North America. The products include a variety of categories (meals, entrees, condiments, sides, snacks and desserts) across frozen, refrigerated and shelf-stable temperature classes. The segment is comprised of and managed through five subsegments as described below:

Grocery Foods North America includes branded and customized refrigerated or shelf-stable food products that are sold in various retail and foodservice channels across the United States. Major brands include: *Angela Mia*[®], *Chef Boyardee*[®], *Egg Beaters*[®], *Healthy Choice*[®] Fresh Mixers[™], *Hebrew National*[®], *Hunt*[®], *Manwich*[®], *PAM*[®], *Snack Pack*[®], *Reddi-wip*[®], *Rosarita*[®], *Ro*Tel*[®], *Swiss Miss*[®] and *Van Camp*[®]. The subsegment also includes the consumer foods businesses in Mexico and Canada which distribute packaged foods that are both locally manufactured and imported from the United States.

Frozen Foods includes branded and customized frozen food products that are sold in various retail and foodservice channels across the United States. Major brands include: *Alexia*[®], *Banquet*[®], *Healthy Choice*[®], *Kid Cuisine*[®] and *Marie Callender*[®].

Snacks and Store Brands includes branded popcorn, meats, seeds and specialty snacks, as well as private label food products that are sold in various retail and foodservice channels across the United States. Major brands include: *ACT II*[®], *DAVID*[®], *Orville Redenbacher*[®] and *Slim Jim*[®].

Enabler Brands includes national and regional branded food products across shelf-stable, refrigerated and frozen temperature classes. Products are sold in various retail and foodservice channels across the United States. Major brands include: *Blue Bonnet*[®], *La Choy*[®], *Libby*[®], *The Max*[®], *Parkay*[®] and *Wesson*[®].

Domestic Export includes branded shelf-stable food products sold through distributors in various markets throughout the world.

The Consumer Foods reporting segment's supply chain and order-to-cash functions are centrally managed and largely integrated. Accordingly, we do not maintain balance sheets at the subsegment level.

Our Commercial Foods reporting segment includes commercially branded foods and ingredients, which are sold principally to foodservice, food manufacturing and industrial customers. Our Commercial Foods segment's primary products include specialty potato products, milled grain ingredients, a variety of vegetable products, seasonings, blends and flavors which are sold under brands such as *ConAgra Mills*®, *Lamb Weston*®, *Gilroy Foods*® and *Spicetec*®.

We are implementing operational improvement initiatives that are intended to generate profitable sales growth, improve profit margins and expand returns on capital over time. Various improvement initiatives focused on marketing, operating efficiency and business processes have been underway for several years.

Also, in recent years we divested non-core operations that had limited our ability to achieve our efficiency targets. In fiscal 2008, we divested the commodity trading and merchandising operations conducted by ConAgra Trade Group. The ConAgra Trade Group operations included the domestic and international grain merchandising, fertilizer distribution, agricultural and energy commodities trading and services, and grain,

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animal, and oil seed byproducts merchandising and distribution business. Divesting these operations is helping to simplify our operations and enhance efficiency initiatives going forward.

We have also made strategic investments in recent years. In the second quarter of fiscal 2009 we entered into a potato processing venture, Lamb Weston BSW. In fiscal 2008, we acquired Alexia Foods, Lincoln Snacks, Watts Brothers and Twin City Foods for a total of approximately \$255 million in cash plus assumed liabilities, enhancing our Consumer Foods and Commercial Foods portfolios.

Tender Offers

Concurrently with this offering, we are conducting offers to purchase an aggregate principal amount of up to \$600.0 million of our existing senior notes as follows:

any and all of our 6.700% senior notes due August 1, 2027, which we refer to as the 2027 senior notes;

a portion of our 7.875% senior notes due September 15, 2010, which we refer to as the 2010 senior notes; and

a portion of our 6.750% senior notes due September 15, 2011, which we refer to as the 2011 senior notes.

As of April 3, 2009, \$300.0 million aggregate principal amount of our 2027 senior notes, \$500.0 million aggregate principal amount of our 2010 senior notes and \$700.0 million aggregate principal amount of our 2011 senior notes were outstanding. The tender offers are not conditioned upon any minimum amount of notes being tendered, and we may, in our sole discretion, increase the aggregate principal amount of notes th