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Item 8.01. Other Events.

On August 9, 2005, ConAgra Foods sold its remaining 15,443,054 shares of Pilgrim's Pride common stock to Pilgrim's Pride. The purchase agreement is attached hereto as Exhibit 99.1 and incorporated herein by reference. A press release announcing the sale is attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 Purchase and Amendment Agreement dated August 3, 2005, incorporated herein by reference to Exhibit 1.1 of ConAgra Foods' Schedule 13D (Amendment No. 2) dated August 3, 2005.

Exhibit 99.2 Press release dated August 4, 2005.

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 9, 2005

By: /s/ Frank S. Sklarsky

Name: Frank S. Sklarsky  
Title: Executive Vice President and  
Chief Financial Officer

EXHIBIT INDEX

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