

CONAGRA FOODS INC /DE/  
Form 8-K  
December 21, 2006  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

December 21, 2006

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, NE  
(Address of Principal Executive Offices)

68102  
(Zip Code)

(402) 595-4000

(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition**

On December 21, 2006, ConAgra Foods, Inc. (the Company ) issued a press release and posted a question and answer document on its website containing certain information on second quarter fiscal 2007 financial results. The press release and Q&A are furnished with this Form 8-K as exhibits 99.1 and 99.2, respectively. The press release contains the non-GAAP financial measures of adjusted earnings per share for the Company and adjusted operating profit at the Company's Consumer Foods, Food and Ingredients and International Foods segments, each of which management believes provides a useful measure for investors in examining the Company's operational results during the quarter and facilitates period-to-period comparisons.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 99.1 Press Release issued December 21, 2006

Exhibit 99.2 Questions and Answers

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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: December 21, 2006

By: /s/ Andre Hawaux  
Name: Andre Hawaux  
Title: Executive Vice President and  
Chief Financial Officer

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**Exhibit Index**

Exhibit 99.1 Press release issued December 21, 2006.....

Exhibit 99.2 Questions and Answers.....