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CONAGRA FOODS INC /DE/  
Form 8-K  
September 22, 2004

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

September 22, 2004  
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

ConAgra Foods, Inc. issued a press release and posted a Q&A document on the company's website on September 22, 2004 with earnings information on the company's first quarter ended August 29, 2004. The press release and related Q&A are furnished with this Form 8-K as exhibits 99.1 and 99.2, respectively.

The foregoing information, including exhibits 99.1 and 99.2 attached to this Form 8-K, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as expressly set forth by specific reference in such filing.

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: September 22, 2004

By: /s/ Owen C. Johnson

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Name: Owen C. Johnson  
Title: Executive Vice President,  
Organization & Administration  
and Corporate Secretary

EXHIBIT INDEX

| Exhibit | Description                                 | Page No. |
|---------|---|----------|
| 99.1    | Press release dated September 22, 2004..... |          |
| 99.2    | Questions and Answers.....                  |          |