### Edgar Filing: Wise Robert G - Form 4

Wise Robert Form 4 August 30, 2 <b>FORN</b> Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may com <i>See</i> Instr 1(b).	2018 <b>1 4</b> UNITI is box ger 5 6. or ns tinue. uction	<b>EMENT O</b> pursuant to 17(a) of the	Was F CHAN Section 1	Shington, GES IN SECUR 6(a) of th tility Hold	D.C. 20 BENEF DITIES e Securit ding Con	549 ICIA ties E	LOWN Exchange y Act of	COMMISSION NERSHIP OF e Act of 1934, f 1935 or Section 0	OMB Number: Expires: Estimated a burden hou response	•	
<ul> <li>(Print or Type Responses)</li> <li>1. Name and Address of Reporting Person * Wise Robert G</li> <li>(Last) (First) (Middle)</li> <li>C/O CONAGRA BRANDS, INC., 222 W. MERCHANDISE MART PLAZA, STE 1300</li> </ul>			<ol> <li>Issuer Name and Ticker or Trading Symbol</li> <li>CONAGRA BRANDS INC. [CAG]</li> <li>Date of Earliest Transaction (Month/Day/Year)</li> <li>08/28/2018</li> </ol>					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director XOfficer (give title 10% Owner Other (specify below) SVP, Corporate Controller			
				4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>			
(City) 1.Title of	(State) 2. Transaction		med	3.	4. Securi	ties A	cquired	uired, Disposed of 5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Y	any	on Date, if Day/Year)	Transactio Code (Instr. 8) Code V	(Instr. 3,			Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/28/2018			М	4,529	А	\$ 0 <u>(1)</u>	43,207	D		
Common Stock	08/28/2018			F	2,009	D	\$ 36.33	41,198	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	08/28/2018		М	4,529 (2)	(1)	<u>(1)</u>	Common Stock	4,529 (2)	9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Wise Robert G C/O CONAGRA BRANDS, INC. 222 W. MERCHANDISE MART PLAZA, STE 1300 CHICAGO, IL 60654			SVP, Corporate Controller			
Signatures						
/s/ Christine Herbas						

/s/ Christine Herbas,	
attorney-in-fact 08/	30/2018

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The restricted stock units (RSUs) were granted on August 28, 2015 and vested on August 28, 2018. Each RSU represented the contingent right to receive one share of the Issuer's common stock on the vesting date.

Reflects an antidilution adjustment to the number of RSUs held by the Reporting Person, which antidilution adjustment was made prior to(2) the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from Conagra Brands, Inc. on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 3,371.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.