CONAGRA FOODS INC /DE/ Form SC 13G/A February 13, 2002

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

(Amendment No. 1)

ConAgra Foods, Inc.						
_	(Name of Issuer)					
	Common Stock					
_	(Title of Class of Securities)					
	205887102					
(CUSIP Number)						
	December 31, 2001					
_	(Date of Event Which Requires Filing of this Statement)					
	heck the appropriate box to designate the rule pursuant to which this Schedule s filed:					
	[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)					
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).						
С	USIP No. 205887102 13G Page 2 of 5 Pages					
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON					
	Cater Allen International Limited					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) [X]					
3	SEC USE ONLY					
4	CITIZENSHIP OR PLACE OF ORGANIZATION					

United Kingdom

		-				
			5	SOLE VOTING POWER		
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH			0		
			6	SHARED VOTING POWER		
				Not Applicable		
	REPORT PERSO		7	SOLE DISPOSITIVE POWER		
	WITH			0		
			8	SHARED DISPOSITIVE POWER		
				Not Applicable		
9	AGGREGA	TE AMOUNT BENI	EFICIA	ALLY OWNED BY EACH REPORTING PERSON		
	0					
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []						
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
0						
12	12 TYPE OF REPORTING PERSON					
	CO					
	CO					
Item	1 (a).). Name of Issuer: ConAgra Foods, Inc.				
Item	1 (b).	Address of Is One ConAgra I Omaha, NE 683	Orive	's Principal Executive Offices:		
Item	tem 2 (a). Name of Persons Filing: Cater Allen International Limited					
Item	em 2 (b). Address of Principal Business Office: 1 Triton Square London NW1 3DU United Kingdom					
Item	2 (c).	Citizenship: U.K.				
Item	2 (d).	Title of Clas	ss of	Securities:		
Item	2 (e).	CUSIP Number: 205887102	:			
Item	3.			is filed pursuant to Rule $13d-1(b)$, or $13d-2(b)$ ther the person filing is $a(n)$:		

(a) [] Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o) (b) [] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c) Insurance Company as defined in Section 3(a)(19) of the Act (c) (15 U.S.C. 78c) Investment Company registered under Section 8 of the (d) [] Investment Company Act (15 (U.S.C. 80a-8) Person registered as an investment adviser under Section (e) 203 of the Investment Advisers Act of 1940 (15 U.S.C. 80b-3) or under the laws of any state Employee Benefit Plan or Endowment Fund in accordance with (f) Section 240.13d-1(b)(1)(ii)(F) [] Parent Holding Company or Control Person in accordance with (g) Section 240.13d-1(b)(ii)(G) Savings Association as defined in Section 3(b) of the (h) [] Federal Deposit Insurance Act (12 U.S.C. 1813) Church Plan that is excluded from the definition of an (i) [] investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3) (j) [] Group in accordance with Section 240.13d-1(b)(1)(ii)(J) Item 4. Ownership Amount Beneficially Owned: (a) Percent of Class: (b) Number of shares as to which such person has: (C) (i) Sole power to vote or to direct the vote: Shared power to vote or to direct the vote: (ii) Not applicable (iii) Sole power to dispose or to direct the disposition of: Shared power to direct the disposition of: (iv) Not Applicable Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: $[{\tt X}]$

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications.

Not applicable.

SIGNATURE

After reasonable inquiry, and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2002 -----(Date)

/s/ Tony S. Hibbitt

(Signature)

(biginacaic)

Tony S. Hibbitt/Director

(Name/Title)

/s/ Philip E H Hindley

(Signature)

Philip E H Hindley/Head of Compliance

(Name/Title)