

MARBERGER DAVID S

Form 4

September 05, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARBERGER DAVID S**

(Last) (First) (Middle)

**C/O CONAGRA BRANDS,  
INC., 222 W. MERCHANDISE  
MART PLAZA, STE 1300**

(Street)

**CHICAGO, IL 60654**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CONAGRA BRANDS INC. [CAG]**

3. Date of Earliest Transaction  
(Month/Day/Year)

09/01/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
EVP and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 09/01/2018                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>7,144<br>(1)                              | Price<br>\$ 0 (2)                                                                                                  | 11,979                                                               | D                                       |
| Common<br>Stock                       | 09/01/2018                              |                                                             | F                                       | 2,094                                                                   | \$<br>36.75                                                                                                        | 9,885                                                                | D                                       |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units                     | \$ 0 <sup>(2)</sup>                                    | 09/01/2018                           |                                                    | M                              | 7,144 <sup>(1)</sup>                                                                    | <sup>(2)</sup> <sup>(2)</sup>                            | Common Stock                                                  | 7,144 <sup>(1)</sup> \$ 0                                   |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |             |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------|-------|
|                                                                                                               | Director      | 10% Owner | Officer     | Other |
| MARBERGER DAVID S<br>C/O CONAGRA BRANDS, INC.<br>222 W. MERCHANDISE MART PLAZA, STE 1300<br>CHICAGO, IL 60654 |               |           | EVP and CFO |       |

## Signatures

/s/ Christine Herbas,  
Attorney-in-fact  
Date 09/05/2018

\*\*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).

Reflects an antidilution adjustment to the number of restricted stock units ("RSUs") held by the Reporting Person, which antidilution adjustment was made prior to the vesting date in connection with the spinoff of Lamb Weston Holdings, Inc. from the Issuer on November 9, 2016. The total number of RSUs held by the Reporting Person immediately prior to the spinoff was 10,634.

(2) The RSUs were granted on September 1, 2016 and vested as to 50% on September 1, 2017 and 50% on September 1, 2018. Each RSU represented the right to receive one share of the Issuer's common stock on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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