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Item 1.01. Entry into a Material Definitive Agreement.

Exhibit 10.1 is attached hereto and incorporated herein by reference and includes information on fiscal 2006 incentive compensation of named executive officers of ConAgra Foods.

Item 9.01. Financial Statements and Exhibits

Exhibit 10.1 Executive Compensation 2006 Incentive Programs

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: July 28, 2005

By: /s/ Frank S. Sklarsky

Name: Frank S. Sklarsky
Title: Executive Vice President,
and Chief Financial Officer

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