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CONAGRA FOODS INC /DE/
Form 8-K
March 25, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

March 25, 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, Nebraska
(Address of principal executive offices)

68102-5001
(Zip Code)

Registrant's telephone number, including area code
(402) 595-4000

Item 12. 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 March 25, 2004 with earnings information on the company's third quarter ended February 22, 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.

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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: March 25, 2004

By: /s/ J.P. O'Donnell

Name: J.P. O'Donnell
Title: Executive Vice President,
Chief Financial Officer and
Corporate Secretary

EXHIBIT INDEX

Exhibit	Description	Page No.
99.1	Press release dated March 25, 2004.....	
99.2	Questions and Answers.....	