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CONAGRA FOODS INC /DE/  
Form 8-K  
May 22, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

May 21, 2002  
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 5. Other Events.

ConAgra Foods, Inc. announced an agreement, signed on May 21, 2002, to transfer its fresh beef and pork processing businesses to a new venture, 54% owned by an investor group led by Hicks, Muse, Tate & Furst, Inc. and 46% owned by ConAgra Foods. The press release announcing the transaction, a related Question and Answer document posted on ConAgra Foods' website, and the Agreement by and among ConAgra Foods, S&C Holdco, Inc. and HMTF Rawhide, L.P., are attached as exhibits.

Item 7(c). Exhibits.

2.1 Agreement dated as of May 20, 2002 by and among ConAgra Foods, S&C Holdco, Inc. and HMTF Rawhide, L.P.

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99.1 Press release dated May 21, 2002.

99.2 Question and Answer

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: May 21, 2002

By: /s/ James P. O'Donnell

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

EXHIBIT INDEX

Exhibit	Description	Page
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99.2	Question and Answer.....	