

CAMPBELL SOUP CO
Form 4
February 21, 2008

FORM 4

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

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
VAN BEUREN JOHN A

(Last) (First) (Middle)

P.O. BOX 4098

(Street)

MIDDLETOWN, RI 02842

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CAMPBELL SOUP CO [CPB]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Capital Stock | 11/21/2007 | | Z | | 375,000 (1) | D | \$ 0 | 5,222,500 | I | See Footnote (2) |
| Capital Stock | 11/21/2007 | | Z | | 375,000 (1) | A | \$ 0 | 5,222,500 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | | Z | | 375,000 (1) | D | \$ 0 | 3,521,552 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | | Z | | 375,000 (1) | A | \$ 0 | 3,521,552 | I | See Footnote (2) |

Edgar Filing: CAMPBELL SOUP CO - Form 4

| | | | | | | | | |
|---------------|------------|---|-------|---|----------|-----------|---|------------------|
| Capital Stock | 02/19/2008 | S | 50 | D | \$ 32.57 | 3,521,502 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 50 | D | \$ 32.58 | 3,521,452 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 150 | D | \$ 32.59 | 3,521,302 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 300 | D | \$ 32.6 | 3,521,002 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 1,300 | D | \$ 32.61 | 3,519,702 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 1,050 | D | \$ 32.62 | 3,518,652 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 1,200 | D | \$ 32.63 | 3,517,452 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 550 | D | \$ 32.64 | 3,516,902 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 600 | D | \$ 32.65 | 3,516,302 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 150 | D | \$ 32.66 | 3,516,152 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 500 | D | \$ 32.71 | 3,515,652 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 300 | D | \$ 32.72 | 3,515,352 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 400 | D | \$ 32.74 | 3,514,952 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 350 | D | \$ 32.76 | 3,514,602 | I | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 200 | D | \$ 32.77 | 3,514,402 | I | See Footnote |

Edgar Filing: CAMPBELL SOUP CO - Form 4

| | | | | | | | | | (2) |
|---------------|------------|---|-----|---|----------|-----------|---|--|------------------|
| Capital Stock | 02/19/2008 | S | 150 | D | \$ 32.79 | 3,514,252 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 150 | D | \$ 32.8 | 3,514,102 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 200 | D | \$ 32.81 | 3,513,902 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 300 | D | \$ 32.82 | 3,513,602 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 250 | D | \$ 32.84 | 3,513,352 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 100 | D | \$ 32.85 | 3,513,252 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 100 | D | \$ 32.86 | 3,513,152 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 400 | D | \$ 32.87 | 3,512,752 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 800 | D | \$ 32.88 | 3,511,952 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 450 | D | \$ 32.89 | 3,511,502 | I | | See Footnote (2) |
| Capital Stock | 02/19/2008 | S | 250 | D | \$ 32.9 | 3,511,252 | I | | See Footnote (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: CAMPBELL SOUP CO - Form 4

| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VAN BEUREN JOHN A P.O. BOX 4098 MIDDLETOWN, RI 02842 | | X | | |

Signatures

/s/ John A. van Beuren 02/21/2008

__Signature of Date
Reporting Person

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).
- Withdrawal of shares from a Voting Trust exempt pursuant to Rule 16b-8. Following withdrawal from the voting trust, the shares were
- (1) held in a family partnership and remained indirectly beneficially owned by the Reporting Person. The transactions involved a change in the form of indirect beneficial ownership and did not constitute an acquisition or disposition of shares by the Reporting Person.
 - (2) Interests held by family trusts, partnerships and corporation. The filing of this Form should not be deemed as an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of these securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.