

CAMPBELL SOUP CO
Form 5
September 14, 2016

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
vanBeuren Archbold D

(Last) (First) (Middle)

1 CAMPBELL PLACE

(Street)

CAMDEN, NJ 08103

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/31/2016

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 below) Other (specify below)

6. Individual or Joint/Group Reporting

(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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	04/01/2015	Â	G5	56,000 D \$ 0	1,009,880 (1)	I	Family investment partnership (2)
Common Stock	04/01/2015	Â	G5	56,000 A \$ 0	61,998 (1)	I	ADvB 2009 GRAT
Common Stock	07/13/2015	Â	G5	23,279 D \$ 0	38,719 (3)	I	ADvB 2009 GRAT
	07/13/2015	Â	G5	23,279 A \$ 0	950,188 (3)	I	

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Common Stock										ADvB Revocable Trust
Common Stock	10/20/2015	Â	G	9,054	D	\$ 0	6,617 ⁽⁴⁾	I		ADvB 2013 GRAT
Common Stock	10/20/2015	Â	G	9,054	A	\$ 0	959,242 ⁽⁴⁾	I		ADvB Revocable Trust
Common Stock	01/04/2016	Â	G	50,000	D	\$ 0	959,880 ⁽⁵⁾	I		Family investment partnership ⁽²⁾
Common Stock	01/04/2016	Â	G	50,000	A	\$ 0	88,719 ⁽⁵⁾	I		ADvB 2009 GRAT
Common Stock	02/11/2016	Â	G	66	A	\$ 0	1,024 ⁽⁶⁾	I		Family management company ⁽⁷⁾
Common Stock	06/30/2016	Â	G	175,000	D	\$ 0	784,880 ⁽⁸⁾	I		Family investment partnership ⁽²⁾
Common Stock	06/30/2016	Â	G	175,000	A	\$ 0	263,719 ⁽⁸⁾	I		ADvB 2009 GRAT
Common Stock	07/01/2016	Â	G	170,913	D	\$ 0	92,806 ⁽⁹⁾	I		ADvB 2009 GRAT
Common Stock	07/01/2016	Â	G	170,913	A	\$ 0	1,130,155 ⁽⁹⁾	I		ADvB Revocable Trust

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

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SEC 2270 (9-02)

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 of Derivative Security (Instr. 5)	9. of D Se B O E Is F (I
					(A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
vanBeuren Archbold D 1 CAMPBELL PLACE CAMDEN, NJ 08103	X			

Signatures

Tara L. Smith,
Attorney-in-Fact

09/14/2016

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).

(1) 56,000 shares were transferred from Arnott Investment Partners LP ("Arnott"), a family investment partnership in which the Reporting Person owns an interest, to the ADvB 2009 GRAT, a GRAT established by the Reporting Person. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from Arnott to the GRAT.

(2) vB Managers, is a family management company that both owns Common Stock and is the general partner of Arnott, the family investment partnership reported on this line that also owns shares of Common Stock. The Reporting Person owns a fractional interest in vB Managers and limited partnership interests in Arnott. The Reporting Person disclaims beneficial ownership of securities owned by Arnott except to the extent of his pecuniary interest therein.

(3) 23,279 shares were transferred from the ADvB 2009 GRAT to the Archbold D. van Beuren Revocable Trust, a revocable trust established by the Reporting Person and of which the Reporting Person is the trustee and beneficiary. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from the GRAT to the Revocable Trust.

(4) 9,054 shares were transferred from the ADvB 2013 GRAT to the Archbold D. van Beuren Revocable Trust. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from the GRAT to the Revocable Trust.

(5) 50,000 shares were transferred from Arnott, to the Archbold D. van Beuren Revocable Trust. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from Arnott to the Revocable Trust.

(6) 66 shares were transferred to vB Managers from a Charitable Lead Annuity Trust ("CLAT") established by the Reporting Person's late father. The Reporting Person is a beneficiary under the CLAT, but does not have a beneficial interest in the Common Stock held by the CLAT until such Common Stock is distributed to him pursuant to the terms of the CLAT or until the CLAT expires.

(7) vB Managers is a family management company that owns Common Stock. The Reporting Person owns a fractional interest in vB Managers and the shares reported on this line represent the shares in which the Reporting Person has a pecuniary interest, based on his fractional ownership of vB Managers. The Reporting Persons disclaims beneficial ownership of securities held by vB Managers except to the extent of his pecuniary interest therein.

(8) 175,000 shares were transferred from Arnott to the ADvB 2009 GRAT. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from Arnott to the GRAT.

(9) 170,913 shares were transferred from the ADvB 2009 GRAT to the Archbold D. van Beuren Revocable Trust. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from the GRAT to the Revocable Trust.

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

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