

WEBER CHARLOTTE C

Form 4

March 04, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEBER CHARLOTTE C

(Last) (First) (Middle)

1 CAMPBELL PLACE

(Street)

CAMDEN, NJ 08103-1799

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2011

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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/02/2011		S	75,000 D	\$ 33.53 (1)	2,719,599 I	See Footnote (2)
Common Stock	03/03/2011		S	35,000 D	\$ 33.74 (3)	2,684,599 I	See Footnote (2)
Common Stock					11,058,785	I	See Footnote (4)
Common Stock					27,324	I	See Footnote (5)

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Common
Stock

45,603 D

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WEBER CHARLOTTE C 1 CAMPBELL PLACE CAMDEN, NJ 08103-1799	X

Signatures

Kathleen M. Gibson,
Attorney-In-Fact 03/04/2011

__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).

- The price reflects the weighted average sale price for the transactions reported on this line. The range of prices for the transactions
- (1) reported on this line are \$33.43 to and including \$33.71. The full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff.
- (2) Shares held under the Deed of Trust of Charlotte C. Weber dated May 10, 1968 ("1968 Trust"). The reporting person is a trustee of the 1968 Trust. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

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- The price reflects the weighted average sale price for the transactions reported on this line. The range of prices for the transactions
- (3) reported on this line are \$33.52 to and including \$33.85. The full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff.
- Shares held by Suppe Holdings Limited Partnership, a Delaware limited partnership of which CSCS Holdings, Inc. is the general partner
- (4) and the 1968 Trust is the limited partner. CSCS Holdings, Inc. is a corporation owned by the reporting person. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
- (5) Shares held by CSCS Holdings, Inc. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

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.