

WHITE DAVID R
Form 4
November 27, 2012

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

OMB APPROVAL

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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 *
WHITE DAVID R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

1 CAMPBELL PLACE

11/23/2012

Senior Vice President

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CAMDEN, NJ 08103-1799

(City) (State) (Zip)

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)
			Code	V	Amount		
Common Stock	11/23/2012		S		6,621	D	
					\$ 36.59		
					(1)		
Common Stock	11/26/2012		M		75,000	A	
					\$ 27.84		
Common Stock	11/26/2012		S		75,000	D	
					\$ 36.49		
					(2)		
Common Stock	11/26/2012		M		41,400	A	
					\$ 26.36		
	11/26/2012		S		41,400	D	
					\$ 93,623		

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Common Stock	\$			
	36.49			
	<u>(2)</u>			
Common Stock		629	I	401(k)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 27.84	11/26/2012		M	75,000	<u>(3)</u> 03/10/2014	Common Stock	75,000	
Employee Stock Option (right to buy)	\$ 26.36	11/26/2012		M	41,400	<u>(3)</u> 09/23/2014	Common Stock	41,400	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITE DAVID R 1 CAMPBELL PLACE CAMDEN, NJ 08103-1799			Senior Vice President	

Signatures

Tara L. Smith,
Attorney-in-Fact

11/27/2012

__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) The price reflects the weighted average sale price for the transactions reported on this line. The range of prices for the transactions reported on this line are \$36.575 to and including \$36.60. The full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff.

The price reflects the weighted average sale price for the transactions reported on this line. The range of prices for the transactions reported on this line are \$36.35 to and including \$36.68. The full information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff.
 - (2) The options vested cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date.
 - (3)

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