

WEBER CHARLOTTE C
Form 4
January 11, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
01/10/2012

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 | 01/10/2012 | | A | 3,371 A | \$ 0 50,726 | D | |
| Common Stock | | | | | 2,478,799 | I | 1968 Trust ⁽¹⁾ |
| Common Stock | | | | | 27,324 | I | CSCS Holdings, Inc. ⁽²⁾ |
| Common Stock | | | | | 11,058,785 | I | Suppe Holdings Limited Partnership ⁽³⁾ |

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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 (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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Phantom Stock | (4) | 01/10/2012 | | A | 3,371 | (5) (6) | Common Stock | 3,371 |

Reporting Owners

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

Signatures

Tara L. Smith,
Attorney-in-Fact

01/11/2012

**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) Shares held under the Deed of Trust of Charlotte C. Weber dated May 10, 1968 ("1968 Trust"). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
 - (2) Shares held by CSCS Holdings, Inc. ("CSCS Inc."), 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.
 - (3) Shares held by Suppe Holdings Limited Partnership ("Suppe"), a Delaware limited partnership of which CSCS Inc. is the general partner and the 1968 Trust is the limited partner. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

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- (4) 1-for-1
- (5) Phantom shares are fully vested.
- (6) The value of phantom stock is payable in cash from the Company's Supplemental Retirement Plan upon reporting person's retirement, resignation or termination.

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

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