

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 | (A) or (D) | Price |
| 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.

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)

| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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)

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.