MALONE MARY ALICE

Form 4

December 07, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MALONE MARY ALICE

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) CAMPBELL SOUP CO [CPB] 3. Date of Earliest Transaction

(Check all applicable)

1 CAMPBELL PLACE

(Month/Day/Year)

11/28/2011

_X__ 10% Owner _X__ Director _ Other (specify Officer (give title below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

CAMDEN, NJ 08103

(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. Transa Code (Instr.	8)	4. Securities oner Dispose (Instr. 3, 4	d of (I))	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	11/28/2011		G	V	550,046	D	\$ 0	0	I	By GRAT
Common Stock	11/28/2011		G	V	384,247	D	\$ 0	13,230,543	I	By limited partnership (2)
Common Stock	12/06/2011		M		5,825	A	\$ 29.85	39,882,899	D	
Common Stock								76,491	I	By trusts for children (3)

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. Transactic Code (Instr. 8)	5. Number proof 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
Stock Option	\$ 29.85	12/06/2011		M	5,825	<u>(4)</u>	01/01/2012	Common Stock	5,825

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MALONE MARY ALICE 1 CAMPBELL PLACE CAMDEN, NJ 08103	X	X					

Signatures

Tara L. Smith, Attorney-in-Fact

**Signature of Reporting Person

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).
- Upon termination of a grantor retained annuity trust on November 28, 2011, 550,056 shares were transferred to a follow-on trust for the (1) benefit of the reporting person's children, the trusee of which is an unrelated third-party. The reporting person does not have a beneficial or pecuniary interest in the shares held by the follow-on trust and does not have voting or dispositive power with respect to those shares.
- Shares held indirectly by Contango LP ("Contango"). Contango is a limited partnership and Hera LLC, of which the reporting person is the sole member, is the general partner. The reporting person disclaims beneficial ownership of all of the above shares except to the extent of her pecuniary interest therein.
- (3) Shares held by trusts for children. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

Reporting Owners 2

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(4) The options vested cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date

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