Edgar Filing: Britt Irene Chang - Form 4

Britt Irene Chang Form 4 Image: State of the public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940 OMB APPROVAL Image: State of the public Utility Holding Company Act of 1940 State of the public Utility Holding Company Act of 1940 Image: State of the public Utility Holding Company Act of 1940 State of the public Utility Holding Company Act of 1940											
(Print or Type	Responses)										
Britt Irene Chang Symbo			. Issuer Name and Ticker or Trading mbol AMPBELL SOUP CO [CPB]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M		3. Date of Earliest Transaction					k all applicable			
			(Month/Day/Year) 10/01/2012				Director 10% Owner X Officer (give title Other (specify below) below) Senior Vice President				
			Amendment, D (Month/Day/Yea	nendment, Date Original onth/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			
(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	3. , if Transacti Code	3.4. Securities Acquired Transaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)			
Common			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Stock	10/01/2012		А	33,792	А	\$0	144,956	D			
Common Stock	10/01/2012		F	2,957	D	\$ 35.04	141,999	D			
Common Stock	10/01/2012		D	11,965 (1)	D	\$0	130,034	D			
Common Stock							5,521	Ι	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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	T . 1	or		
						Exercisable	Date	Title	Number		
				<u> </u>					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Britt Irene Chang 1 CAMPBELL PLACE CAMDEN, NJ 08103			Senior Vice President	
Signatures				
Tara L. Smith, Attorney-in-Fact	10/	03/2012		

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents number of shares previously reported as acquired by the reporting person that were forfeited because the TSR performance criteria required for vesting were not met.

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.