

STRAWBRIDGE GEORGE JR
Form 5
August 26, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STRAWBRIDGE GEORGE JR

(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

C/O DECHERT LLP, 2929 ARCH STREET

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/31/2009

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19104-2808

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock	02/06/2009	Â	J	18,897	A	\$ 30.635	7,316,458	I	see (1) (2)
common stock	02/06/2009	Â	J	14,309	A	\$ 30.635	7,330,767	I	see (1) (3)
common stock	02/06/2009	Â	J	34,853	A	\$ 30.635	7,365,620	I	see (1) (4)
common stock	05/05/2009	Â	J	25,353	A	\$ 26.275	7,390,973	I	see (1) (2)

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common stock	05/05/2009	Â	J	19,290	A	\$ 26.275	7,410,263	I	see (1) (3)
common stock	05/05/2009	Â	J	50,894	A	\$ 26.275	7,461,157	I	see (1) (4)
common stock	02/06/2009	Â	J	18,897	D	\$ 30.635	38,471	I	see (1) (2)
common stock	05/05/2009	Â	J	25,353	D	\$ 26.275	13,118	I	see (1) (2)
common stock	02/06/2009	Â	J	14,309	D	\$ 30.635	110,621	I	see (1) (3)
common stock	05/05/2009	Â	J	19,290	D	\$ 26.275	91,331	I	see (1) (3)
common stock	02/06/2009	Â	J	34,853	D	\$ 30.635	377,905	I	see (1) (4)
common stock	05/05/2009	Â	J	50,894	D	\$ 26.275	327,011	I	see (1) (4)
common stock	07/31/2009	Â	J	0	A	\$ 0	0	I	see (5) (6) (7) (8) (9) (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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)	8. Price of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
phantom units	Â	07/31/2009	Â	J	190 Â	Â (11)	Â (11)	common stock	190

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

STRAWBRIDGE GEORGE JR
C/O DECHERT LLP
2929 ARCH STREET
PHILADELPHIA, PA 19104-2808

Â X Â Â Â

Signatures

Robert L. Freedman, by Power of Attorney 08/26/2009

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) By a trust of which I am income beneficiary and co-trustee and which I have the power to revoke (the "1991 Trust").
(2) By a trust created by me on December 15, 2006 (the "2006 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust. On February 6, 2009 18,897 shares and on May 5, 2009 25,353 shares were transferred from the 2006 Three Year Trust to the 1991 Trust.
(3) By a trust created by me on December 12, 2007 (the "2007 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust. On February 6, 2009 14,309 shares and on May 5, 2009 19,290 shares were transferred from the 2007 Three Year Trust to the 1991 Trust.
(4) By a trust created by me on January 25, 2008 (the "2008 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust. On February 6, 2009 34,853 shares and on May 5, 2009 50,894 shares were transferred from the 2008 Three Year Trust to the 1991 Trust.
(5) I disclaim beneficial ownership of the 10,131,559 shares held by a partnership, a general partner of which is a trust for the benefit of my sister which she has the power to revoke and of which I am a co-trustee (Reported pursuant to Rule 16a-8(b)(2)).
(6) I disclaim beneficial ownership of 1,000 shares held by a trust for the benefit of my step-daughter of which I am co-trustee. (Reported pursuant to Rule 16a-8(b)(2)).
(7) I disclaim beneficial ownership of 1,000 shares held by a trust for the benefit of my step-daughter of which I am co-trustee. (Reported pursuant to Rule 16a-8(b)(2)).
(8) I disclaim beneficial ownership of 111,464 shares held by trusts for the benefit of one of my adult sons who currently resides with me. (I do not serve as a trustee.). I disclaim beneficial ownership of 326,172 shares held by trusts for the benefit of one of my adult sons who currently resides with me (I do serve as a co-trustee). (Reported pursuant to Rule 16a-8(b)(2)).
(9) I disclaim beneficial ownership of 2,142,320 shares held by trusts for the benefit of my descendants. (I do not serve as a trustee.). I disclaim beneficial ownership of 48,530 shares held by a trust for the benefit of one of my adult sons who does not currently reside with me (I do serve as co-trustee). (Reported pursuant to Rule 16a-8(b)(2)).
(10) I disclaim beneficial ownership of 3,000 shares held by a trust for the benefit of my wife of which I am co-trustee. (Reported pursuant to Rule 16a-8(b)(2)).
(11) These phantom shares were credited to the reporting person's deferred compensation account during the last fiscal year.

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