

CAMPBELL SOUP CO
Form S-8
April 19, 2011

As filed with the Securities and Exchange Commission on April 19, 2011.
Registration Number 333 _____

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

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
Campbell Soup Company
(Exact Name of Issuer As Specified in Its Charter)**

New Jersey
State of Incorporation

21-0419870
I.R.S. Employer Identification No.

**One Campbell Place
Camden, New Jersey 08103-1799**
Principal Executive Offices

CAMPBELL SOUP COMPANY 2005 LONG-TERM INCENTIVE PLAN

(Full Title of the Plan)

ELLEN ORAN KADEN

Senior Vice President Law and Government Affairs

Campbell Soup Company

One Campbell Place, Camden, New Jersey 08103-1799

Name and address of agent for service

Telephone number, including area code, of agent for service: (856) 342-4800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b - 2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

**(Do not check if a
smaller reporting
company)**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Capital Stock, parvalue \$0.0375 per share	7,000,000	\$33.74	\$236,180,000	\$27,421

(1) Pursuant to Rule 416(a), this Registration Statement also covers any additional shares of capital stock that may become issuable as a result of stock splits, stock dividends or similar transactions.

- (2) These amounts are based upon the average of the high and low sale price for the capital stock as reported on the New York Stock Exchange on April 13, 2011, and are used solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h).
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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 is being filed in order to register an additional 7,000,000 shares of the registrant's capital stock, par value \$0.0375 per share, which are securities of the same class and relate to the same employee benefit plan, the Campbell Soup Company 2005 Long-Term Incentive Plan, as amended and restated, as those shares registered on the registrant's registration statement on Form S-8 previously filed with the Commission on June 2, 2006 (Registration No. 333-134675), which is hereby incorporated by reference.

PART II

Item 8. Exhibits

4(i) - Campbell Soup Company's Restated Certificate of Incorporation, as amended through February 24, 1997, was filed with the Securities and Exchange Commission (SEC) with Campbell's Form 10-K (SEC file number 1-3822) for the fiscal year ended July 28, 2002, and is incorporated herein by reference.

4(ii) - Campbell Soup Company's By-Laws, effective as of October 1, 2010, were filed with the SEC with a Form 8-K (SEC file number 1-3822) on September 28, 2010, and are incorporated herein by reference.

23 - Consent of PricewaterhouseCoopers LLP

24 - Power of Attorney

99 - Campbell Soup Company 2005 Long-Term Incentive Plan (as amended and restated) was filed with the SEC with Campbell's 2010 Proxy Statement (SEC file number 1-3822) and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Camden and State of New Jersey, on the 19th day of April 2011.

CAMPBELL SOUP COMPANY

BY: /s/ B. Craig Owens
B. Craig Owens
Senior Vice President Chief Financial
Officer and Chief Administrative Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Date: April 19, 2011

/s/ B. Craig Owens

/s/ Anthony P. DiSilvestro

B. Craig Owens
Senior Vice President
Chief Financial Officer and
Chief Administrative Officer

Anthony P. DiSilvestro
Senior Vice President Finance

Paul R. Charron	Chairman and Director	}	
Douglas R. Conant	President, Chief Executive Officer and Director	}	
Edmund M. Carpenter	Director	}	
Bennett Dorrance	Director	}	
Harvey Golub	Director	}	
Lawrence C. Karlson	Director	}	
Randall W. Larrimore	Director	}	By: /s/ Kathleen M. Gibson
Mary Alice D. Malone	Director	}	Kathleen M. Gibson
Sara Mathew	Director	}	Vice President and
Denise M. Morrison	Director	}	Corporate Secretary
William D. Perez	Director	}	
Charles R. Perrin	Director	}	
A. Barry Rand	Director	}	
Nick Shreiber	Director	}	
Archbold D. van Beuren	Director	}	
Les C. Vinney	Director	}	
Charlotte C. Weber	Director	}	

INDEX OF EXHIBITS

Document

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