#### **CAMPBELL SOUP CO**

Form 4

December 21, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 30(h) of the Investment Co

1(b).

Common

Stock

12/20/2010

(Print or Type Responses)

1. Name and Address of Reporting Person * CARPENTER EDMUND M			uer Name <b>and</b> Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			PBELL SOUP CO [CPB]	(Check all applicable)			
(Last)	, , , ,	(Mont	of Earliest Transaction /Day/Year)	_X_ Director 10% Owner Officer (give title Other (specify			
I CAMPBE	ELL PLACE	12/20	/2010	below) below)			
	(Street)		mendment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(I	Ionth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
CAMDEN,	NJ 08103			Form filed by More than One Reporting Person			
(City)	(State)	(Zip) T	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date		3. 4. Securities Acquired	5. Amount of 6. 7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, any	f Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficially Form: Direct Beneficial			
		(Month/Day/Yea	(Instr. 8)	Owned (D) or Ownership Following Indirect (I) (Instr. 4)			
			(A) or Code V Amount (D) Price	Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common	12/20/2010		, ,				
Stock	12/20/2010		M 10,022 A \$0	33,243 D			

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

F

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)

23,508

D

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

9,735

D

35.39

#### Edgar Filing: CAMPBELL SOUP CO - Form 4

1. Title of Derivati Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 34.375	12/20/2010		M	10,022	<u>(1)</u>	01/01/2011	Common Stock	10,022

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
·r····	Director	10% Owner	Officer	Other	
CARPENTER EDMUND M 1 CAMPBELL PLACE CAMDEN, NJ 08103	X				

# **Signatures**

Kathleen M. Gibson, Attorney-In-Fact

\*\*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 options vested cumulatively over three years at the rate of 30%, 60% and 100% respectively on the first three anniversaries of the grant date of 1/1/2001.

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.

Reporting Owners 2