

CAMPBELL SOUP CO
Form 4
November 26, 2013

FORM 4 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).

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

(Print or Type Responses)

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

(Last) (First) (Middle)
1 CAMPBELL PLACE
(Street)
CAMDEN, NJ 08103
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/25/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 11/25/2013 | | M | 8,860 A \$ 26.86 | 39,906,320 | I | Mary Alice Malone Revocable Trust |
| Common Stock | | | | | 11,410,172 | I | Contango Limited LP ⁽¹⁾ |
| Common Stock | | | | | 1,333 | I | Hera Management LLC ⁽²⁾ |
| Common Stock | | | | | 76,491 | I | Trusts for Children ⁽³⁾ |

| | | | |
|-----------------|-----------|---|--|
| Common Stock | 1,820,371 | I | 2012 Mary Alice Malone GRAT ⁽⁴⁾ |
|-----------------|-----------|---|--|

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. 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. Derivative Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|---|-------|
| | | | | | | Date Exercisable | Expiration Date | | | |
| | | | | | Code | V | (A) | (D) | Amount or Number of Shares | |
| Stock Option | \$ 26.86 | 11/25/2013 | | M | 8,860 | | <u>(5)</u> | 01/01/2014 | Common Stock | 8,860 |

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
11/26/2013

**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) Held by Contango LP, of which Hera Management LLC, a single member LLC of which Ms. Malone is the sole member, is the general partner. Ms. Malone disclaims beneficial ownership of all of the above shares except to the extent of her pecuniary interest therein.

(2)

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Held by Hera Management LLC, of which Ms. Malone is the sole member. Ms. Malone disclaims beneficial ownership of all of the above shares except to the extent of her pecuniary interest therein.

- (3) Held by trusts for Ms. Malone's children. Ms. Malone is a trustee of these trusts and disclaims beneficial ownership of these shares.
- (4) These shares are held by an entity in which the 2012 Mary Alice Malone GRAT, a grantor retained annuity trust of which Ms. Malone is sole trustee, holds an interest.
- (5) The options vested cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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