

STRAWBRIDGE GEORGE JR
Form 4
January 05, 2005

FORM 4

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

OMB APPROVAL

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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 *
STRAWBRIDGE GEORGE JR

(Last) (First) (Middle)

C/O DECHERT LLP, 4000 BELL
ATL. TWR., 1717 ARCH ST.

(Street)

PHILADELPHIA, PA 19103-2793

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/03/2004

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 Price			
common stock	09/03/2004		J	V 35,777 A \$ 26.46	7,161,362	I	See (1) (2)
common stock	09/03/2004		J	V 23,076 A \$ 26.46	7,184,438	I	See (1) (3)
common stock	09/03/2004		J	V 7,526 A \$ 26.46	7,191,964	I	See (1) (4)
common stock	11/22/2004		J	V 33,876 A \$ 28.86	7,225,840	I	See (1) (2)
common stock	11/22/2004		J	V 21,996 A \$ 28.86	7,247,836	I	See (1) (3)

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common stock	11/22/2004	J	V	10,136	A	\$ 28.86	7,257,972	I	See <u>(1)</u> <u>(4)</u>
common stock	09/03/2004	J	V	35,777	D	\$ 26.46	666,174	I	See <u>(1)</u> <u>(2)</u>
common stock	11/22/2004	J	V	33,876	D	\$ 28.86	632,298	I	See <u>(1)</u> <u>(2)</u>
common stock	09/03/2004	J	V	23,076	D	\$ 26.46	113,502	I	See <u>(1)</u> <u>(3)</u>
common stock	11/22/2004	J	V	21,996	D	\$ 28.86	91,506	I	See <u>(1)</u> <u>(3)</u>
common stock	09/03/2004	J	V	7,526	D	\$ 26.46	152,474	I	See <u>(1)</u> <u>(4)</u>
common stock	11/22/2004	J	V	10,136	D	\$ 28.86	142,338	I	See <u>(1)</u> <u>(4)</u>
common stock	01/03/2005	J	V	0	A	\$ 0	0	I	See <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option <u>(12)</u>	\$ 30.02	01/01/2005	01/03/2005	A	18,960	01/01/2006	01/01/2015	common stock	18,960

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

STRAWBRIDGE GEORGE JR
C/O DECHERT LLP
4000 BELL ATL. TWR., 1717 ARCH ST.
PHILADELPHIA, PA 19103-2793

X

Signatures

Robert L. Freedman, By Power of
Attorney

01/05/2005

__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").
By a trust created by me on August 6, 2003 (the "2003 Five Year Trust") of which I am the income beneficiary until August 2008. I am the trustee of this trust. I do not have the power to revoke this trust. On September 3, 2004 35,777 shares and on November 22, 2004 33,876 shares were transferred from the 2003 Five Year Trust to the 1991 Trust.
- (2) By a trust created by me on August 6, 2003 (the "2003 Two Year Trust") of which I am the income beneficiary until August 2005. I am the trustee of this trust. I do not have the power to revoke this trust. On September 3, 2004 23,076 shares and on November 22, 2004 21,996 shares were transferred from the 2003 Five Year Trust to the 1991 Trust.
- (3) By a trust created by me on May 25, 2004 (the "2004 Three Year Trust") of which I am the income beneficiary until May 2007. I am the trustee of this trust. I do not have the power to revoke this trust. On September 3, 2004 7,526 shares and on November 22, 2004 10,136 shares were transferred from the 2004 Three Year Trust to the 1991 Trust.
- (4) I disclaim beneficial ownership of the 11,635,421 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)).
- (5) I disclaim beneficial ownership of 2,071,056 shares held by trusts for the benefit of my nephews of which I am 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 48,530 shares held by a trust 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) The options vest in three annual installments of 30%, 30% and 40%.
- (12)

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