CAMPBELL SOUP CO

Form 4 January 09, 2014

FORM 4

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

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Stock

(Print or Type Responses)

| 1. Name and Ad LARRIMOR | - 2. 155401 | 2. Issuer Name and Ticker or Trading Symbol | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|----------------------------|--------------------------------------|--|---|-------------|------------------|--|--|---------------------------|-----------------------|--|
| CAME | | | AMPBELL SOUP CO [CPB] | | | | (Check all applicable) | | | |
| (Last) | (First) (M | (iddle) 3. Date of | Earliest Tra | insaction | | | | | | |
| (Mor | | | (Month/Day/Year) | | | | _X_ Director | | 6 Owner | |
| 1 CAMPBELL PLACE 01/0 | | | 01/07/2014 | | | | Officer (gives) | ve titleOth below) | er (specify | |
| (Street) 4 | | | 4. If Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| File | | | Filed(Month/Day/Year) | | | | | | | |
| CAMDEN, NJ 08103 | | | · | | | | | | | |
| (City) | (State) (| Zip) Table | e I - Non-Do | erivative S | Securi | ties Ac | quired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if | 3. Transactio | 4. Securi | | r | 5. Amount of Securities | 6. Ownership Form: Direct | 7. Nature of Indirect | |
| (Instr. 3) any | | | if TransactionAcquired (A) or Code Disposed of (D) | | Beneficially | (D) or | Beneficial | | | |
| | | (Month/Day/Year) | (Instr. 8) | * ' | | Owned Indirect (I) Ownership | | | | |
| | | , , , | Code V | Amount | (A) or (D) | Price | Following Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | (Instr. 4) | |
| Common Stock | 01/07/2014 | | A | 2,741 | A | \$0 | 19,243 | D | | |

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

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)

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

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| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transact | 5. orNumber | 6. Date Exerc Expiration D | | 7. Titl Amou | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|------------------|--------------------------------------|-------------------------------|----------------|-------------|-------------------------------|------------|-----------------|----------|------------------------|----------------|
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | /e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securitie | S | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | l | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | l | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | C- 1- V | (A) (D) | Data | F: | T:41- | A | | |
| | | | | Code V | (A) (D) | | Expiration | Title | | | |
| | | | | | | Exercisable | Date | | or | | |
| | | | | | | | | | Number | | |
| | | | | | | | | | of | | |
| | | | | | | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| • | Director | 10% Owner | Officer | Other | | | |
| LARRIMORE RANDALL W 1 CAMPBELL PLACE CAMDEN, NJ 08103 | X | | | | | | |

Signatures

Tara L. Smith, 01/09/2014 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).

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.

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