

CAMPBELL SOUP CO
Form 5
September 14, 2005

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
07/31/2005

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 Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|----------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| common stock | 03/24/2005 | ^ | J | 31,509 | A | \$ 28.02 | 7,289,481 | I | See (1) (2) |
| common stock | 03/24/2005 | ^ | J | 20,459 | A | \$ 28.02 | 7,309,940 | I | See (1) (3) |
| common stock | 03/24/2005 | ^ | J | 9,427 | A | \$ 28.02 | 7,319,367 | I | See (1) (4) |
| common stock | 06/13/2005 | ^ | J | 30,088 | A | \$ 30.74 | 7,349,455 | I | See (1) (2) |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|----------|-----------|---|-----------------------------------------|
| common stock | 06/13/2005 | Â | J | 19,596 | A | \$ 30.74 | 7,369,051 | I | See (1) (3) |
| common stock | 06/13/2005 | Â | J | 9,011 | A | \$ 30.74 | 7,378,062 | I | See (1) (4) |
| common stock | 03/24/2005 | Â | J | 31,509 | D | \$ 28.02 | 600,789 | I | See (1) (2) |
| common stock | 06/13/2005 | Â | J | 30,088 | D | \$ 30.74 | 570,701 | I | See (1) (2) |
| common stock | 03/24/2005 | Â | J | 20,459 | D | \$ 28.02 | 71,047 | I | See (1) (3) |
| common stock | 06/13/2005 | Â | J | 19,596 | D | \$ 30.74 | 51,451 | I | See (1) (3) |
| common stock | 03/24/2005 | Â | J | 9,427 | D | \$ 28.02 | 132,911 | I | See (1) (4) |
| common stock | 06/13/2005 | Â | J | 9,011 | D | \$ 30.74 | 123,900 | I | See (1) (4) |
| common stock | 07/31/2004 | Â | J | 0 | A | \$ 0 | 0 | I | See (5) (6) (7) (8) (9) (10) (11) |

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. Price of Derivative Security (Instr. 5) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| phantom units | Â | 07/31/2005 | Â | J | 73 Â | Â (12) | Â (12) | common stock | 73 (12) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | 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
Date: 09/14/2005

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 March 24, 2005 31,509 shares and on June 13, 2005 30,088 shares were transferred from the 2003 Five Year Trust to the 1991 Trust.
- (3) 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 March 24, 2005 20,456 shares and on June 13, 2005 19,596 shares were transferred from the 2003 Five Year Trust to the 1991 Trust.
- (4) 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 March 24, 2005 9,427 shares and on June 13, 2005 9,011 shares were transferred from the 2004 Three Year Trust to the 1991 Trust
- (5) 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)).
- (6) I disclaim beneficial ownership of 1,936,336 shares held by trusts for the benefit of my nephews 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 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)).
- (9) 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)).
- (10) 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)).
- (11) 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)).
- (12) These phantom shares were credited to the reporting person's deferred compensation account during the last fiscal year.

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