CAMPBELL SOUP CO

Form 5

September 04, 2008

OMB APPROVAL FORM 5

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

Number: January 31, Expires:

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no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box if

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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2005

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Transactions Reported

Form 4

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer STRAWBRIDGE GEORGE JR Symbol CAMPBELL SOUP CO [CPB] (Check all applicable) (Last) (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) _X_ Director 10% Owner _ Officer (give title . Other (specify 07/31/2008 below) below) C/O DECHERT LLP, 2929 ARCH **STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

PHILADELPHIA, Â PAÂ 19104-2808

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) 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 6. Securities Ownership Beneficially Form: Direct Owned at end (D) or of Issuer's Indirect (I) Fiscal Year (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	07/16/2008	Â	J	26,654	A	\$ 35.29	7,158,592	I	See (1) (2)	
Common Stock	07/16/2008	Â	J	26,654	D	\$ 35.29	241,445	I	See (1) (2)	
Common Stock	07/31/2008	Â	J	0	A	\$ 0	85,937	I	See <u>(3)</u>	
Common Stock	07/31/2008	Â	J	0	A	\$0	146,608	I	See (4)	

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Common Stock	07/31/2008	Â	J	0	A	\$0	469,777	I	See <u>(5)</u>
Common Stock	07/31/2008	Â	J	0	A	\$0	0	I	See (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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SEC 2270 (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)	Expiration Da ivative (Month/Day/Y urities quired or posed D) str. 3, 4,		7. Title and A Underlying S (Instr. 3 and	Securities	8. P Der Sec (Ins
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Units	Â	07/31/2008	Â	J	139 Â	(12)	(12)	Common Stock	139	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STRAWBRIDGE GEORGE JR							
C/O DECHERT LLP	â v	Â	Â	â			
2929 ARCH STREET	ΑΛ	A	A	A			
PHILADELPHIA, PA 19104-2808							

Signatures

Robert L. Freedman, by Power of
Attorney

**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").

Reporting Owners 2

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- By a trust created by me on August 6, 2003 (the "2003 Five Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust. On July 16, 2008 26,654 shares were transferred from the 2003 Five Year Trust to the 1991 Trust.
- (3) By a trust created by me on December 15, 2006 (the "2006 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust.
- (4) By a trust created by me on December 12, 2007 (the "2007 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust.
- (5) By a trust created by me on January 25, 2008 (the "2008 Three Year Trust") of which I am the income beneficiary. I am the trustee of this trust. I do not have the power to revoke this trust.
- (6) I disclaim beneficial ownership of the 10,131,559 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)).
- (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)).
- 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 113,098 shares held by trusts 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)).
- 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.