

CAMPBELL SOUP CO
Form 4
February 29, 2008

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 *
VAN BEUREN HOPE H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 4098

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2007

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

MIDDLETOWN, RI 02842

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

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

(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 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Capital Stock | 12/12/2007 | | S | | 18,500 | D | \$ 37.01 | 6,374,862 | I | See Footnote (1) (2) |
| Capital Stock | 01/01/2008 | | G | V | 937,036 | D | \$ 0 | 5,437,826 | I | See Footnote (1) (3) |
| Capital Stock | 02/21/2008 | | S | V | 50 | D | \$ 32.68 | 5,159,670 | I | See Footnote (1) (4) |
| Capital Stock | | | | | | | | 3,720,348 | D | |

Capital Stock 2,290,544 I By Husband

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)

| 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) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VAN BEUREN HOPE H P.O. BOX 4098 MIDDLETOWN, RI 02842 | | X | | |

Signatures

/s/ Hope H. van Beuren 02/29/2008

**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).

Interests held by family trusts, partnerships and corporation. The filing of this Form should not be deemed as an admission that the

(1) Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of these securities.

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The number of shares reported in Column 5 does not reflect sales by the Reporting Person on February 19, 20 and 21, 2008 previously reported on Form 4.

- (3) Distribution for no consideration of shares previously held in a family trust to the holders of the remainder interest therein upon termination of the trust. Following distribution, the Reporting Person no longer has a beneficial ownership interest in the shares so distributed. The number of shares reported in column 5 does not reflect sales by the Reporting Person on February 19, 20 and 21, 2008 previously reported on Form 4.

- (4) The sale of 50 shares reported in this row was previously reported by the Reporting Person on a Form 4 filed with the SEC on February 25, 2008 and is being voluntarily restated here for the sole purpose of updating the number of shares reported in column 5 as indirectly owned by the Reporting Person. Such number has been adjusted to reflect the transactions reported in the first two rows of Table 1.

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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