

CAMPBELL SOUP CO
Form 5
September 12, 2006

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, 2929 ARCH STREET

(Street)

PHILADELPHIA, PA 19104-2808

(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)
07/31/2006

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 | 06/01/2006 | Â | J | 91,282 | A | \$ 35.455 | 7,533,180 | I | See (1) (2) |
| Common Stock | 06/01/2006 | Â | J | 1,309 | A | \$ 35.455 | 7,534,489 | I | See (1) (3) |
| Common Stock | 06/01/2006 | Â | J | 33,276 | A | \$ 35.455 | 7,567,765 | I | See (1) (4) |
| Common Stock | 06/01/2006 | Â | J | 91,282 | D | \$ 35.455 | 449,326 | I | See (1) (2) |

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| | | | | | | | | | |
|--------------|------------|---|---|--------|---|-----------|--------|---|---|
| Common Stock | 06/01/2006 | Â | J | 1,309 | D | \$ 35.455 | 30,602 | I | See (1) (3) |
| Common Stock | 06/01/2006 | Â | J | 33,276 | D | \$ 35.455 | 80,209 | I | See (1) (4) |
| Common Stock | 07/31/2006 | 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Units | Â | 07/31/2006 | Â | J | 70 | Â (12) (12) | Common Stock | 70 |

Reporting Owners

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

Signatures

Robert L. Freedman, by Power of Attorney
09/12/2006

__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. I am the trustee of this trust. I do not have the power to revoke this trust. On June 1, 2006 91,282 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. I am the trustee of this trust. I do not have the power to revoke this trust. On June 1, 2006 1,309 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. I am the trustee of this trust. I do not have the power to revoke this trust. On June 1, 2006 33,276 shares were transferred from the 2004 Three Year Trust to the 1991 Trust.
- (4) I disclaim beneficial ownership of the 10,135,559 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)).
- (5) I disclaim beneficial ownership of 1,800,000 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) These phantom shares were credited to the reporting person's deferred compensation account during the last fiscal year.
- (12)

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.