

MALONE MARY ALICE

Form 4

January 09, 2013

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 *
MALONE MARY ALICE

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)

1 CAMPBELL PLACE

3. Date of Earliest Transaction (Month/Day/Year)
12/27/2012

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

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

CAMDEN, NJ 08103

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 or Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/27/2012 | | G | V 1,820,371 D \$ 0 | 11,410,172 | I | Contango LP ⁽¹⁾ |
| Common Stock | 12/27/2012 | | G | V 1,820,371 A \$ 0 | 1,820,371 | I | 2012 Mary Alice Malone GRAT ⁽²⁾ |
| Common Stock | 01/08/2013 | | A | 3,055 A \$ 0 | 39,889,325 | I | Mary Alice Malone Revocable Trust |
| Common Stock | | | | | 1,333 | I | Hera Management, LLC ⁽³⁾ |

| | | | |
|--------------|--------|---|------------------------------------|
| Common Stock | 76,491 | I | Trusts for Children ⁽⁴⁾ |
|--------------|--------|---|------------------------------------|

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MALONE MARY ALICE 1 CAMPBELL PLACE CAMDEN, NJ 08103 | X | X | | |

Signatures

| | |
|--|---------------------|
| Tara L. Smith, Attorney-in-Fact | 01/09/2013 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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) Held by Contango LP, of which Hera Management LLC, a single member LLC of which Ms. Malons is the sole member, is the general partner. Ms. Malone disclaims beneficial ownership of all of the above shares except to the extent of her pecuniary interest therein.
- (2) These shares were contributed to a grantor retained annuity trust, of which Ms. Malone is sole trustee, on December 27, 2012. These shares were previously reported as indirectly beneficially owned by Contango LP

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- (3) Held by Hera Management LLC, of which Ms. Malone is the sole member. Ms. Malone disclaims beneficial ownership of all of the above shares except to the extent of her pecuniary interest therein.
- (4) Held by trusts for Ms. Malone's children. Ms. Malone is a trustee of these trusts and disclaims beneficial ownership of these shares.

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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