

CAMPBELL SOUP CO
Form 4
January 10, 2017

FORM 4

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

OMB APPROVAL

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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 *
vanBeuren Archbold D

(Last) (First) (Middle)
1 CAMPBELL PLACE
(Street)
CAMDEN, NJ 08103
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2016

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 Filing(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 10/01/2016 | | G | V 2,321 A \$ 0 | 2,857 ⁽¹⁾ | I | Family management company ⁽²⁾ |
| Common Stock | 10/01/2016 | | G | V 6,617 D \$ 0 | 0 ⁽³⁾ | I | ADvB 2013 GRAT |
| Common Stock | 10/01/2016 | | G | V 6,617 A \$ 0 | 1,136,772 ⁽³⁾ | I | ADvB Revocable Trust |
| Common Stock | 12/13/2016 | | G | V 1,750 D \$ 0 | 1,135,022 ⁽⁴⁾ | I | ADvB Revocable Trust |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------|-----------|---|--|
| Common Stock | 01/06/2017 | | A | 2,181 | A | \$ 0 | 1,137,203 | I | ADvB Revocable Trust |
| Common Stock | | | | | | | 784,880 | I | Family investment partnership ⁽⁵⁾ |
| Common Stock | | | | | | | 488 | I | Family management company ⁽⁶⁾ |
| Common Stock | | | | | | | 92,806 | I | ADvB 2009 GRAT |
| Common Stock | | | | | | | 22,938 | I | 401K |

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.

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| vanBeuren Archbold D 1 CAMPBELL PLACE CAMDEN, NJ 08103 | | X | | |

Signatures

Tara L. Smith,
Attorney-in-Fact

01/10/2017

__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) An aggregate of 2,321 shares were transferred from two limited partnerships to ABANCO Management Corp ("AMC"). The Reporting Person did not have a beneficial ownership interest in the shares on common stock held by the limited partnerships prior to the transfer.
AMC is a family management company that owns Common Stock. The Reporting Person owns a fractional interest in AMC and the shares reported on this line represent the shares in which the Reporting Person has a pecuniary interest, based on his fractional ownership of AMC. The Reporting Person disclaims beneficial ownership of the securities held by AMC except to the extent of his pecuniary interest therein.
- (2) 6,617 shares were contributed by the ADvB 2013 GRAT to the Archbold D. van Beuren Revocable Trust. The Reporting Person's beneficial ownership and pecuniary interest in the shares did not change as a result of the contribution from the GRAT to the Revocable Trust.
- (3) 1,750 shares were donated by the Archbold D. van Beuren Revocable Trust to a charitable gift fund. The Reporting Person no longer has beneficial ownership or a pecuniary interest in these shares.
These shares are held by Arnott Investment Partners LP ("Arnott"), a family investment partnership in which the Reporting Person owns an interest. The shares reported on this line represent the shares in which the Reporting Person has a pecuniary interest, based on his fractional ownership. The Reporting Person disclaims beneficial ownership of the securities held by Arnott except to the extent of his pecuniary interest therein.
- (4) These shares are held by vB Managers, a family management company that owns common stock. The Reporting Person owns a fractional interest in vB Managers and the shares reported on this line represent the shares in which the Reporting Person has a pecuniary interest, based on his fractional ownership. The Reporting Person disclaims beneficial ownership of the securities held by vB Managers except to the extent of his pecuniary interest therein.
- (5) (6)

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