FOSTER KENT B

Form 4 January 04, 2006

### FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* FOSTER KENT B

> (First) (Middle)

1 CAMPBELL PLACE

(Street)

**CAMDEN, NJ 08103** 

2. Issuer Name and Ticker or Trading Symbol

CAMPBELL SOUP CO [CPB]

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

01/01/2006

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

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

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

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Securities

Beneficially

(City) (State) (Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) or

Code V Amount (D) Price

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of

6. Ownership Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 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 Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A)

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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|                  | Derivative<br>Security |            |        | or Disposed (D) (Instr. 3, 4, and 5) | of                     |                    |                 |                                     |
|------------------|------------------------|------------|--------|--------------------------------------|------------------------|--------------------|-----------------|-------------------------------------|
|                  |                        |            | Code V | (A) (I                               | D) Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options | \$ 29.91               | 01/01/2006 | A      | 10,336                               | <u>(1)</u>             | 01/01/2016         | Common<br>Stock | 10,336                              |
| Phantom<br>Stock | <u>(2)</u>             | 01/01/2006 | A      | 1,612                                | <u>(3)</u>             | <u>(4)</u>         | Common<br>Stock | 1,612                               |

## **Reporting Owners**

| Reporting Owner Name / Address    | Relationships |           |         |       |  |  |
|-----------------------------------|---------------|-----------|---------|-------|--|--|
| Reporting Owner France / Francess | Director      | 10% Owner | Officer | Other |  |  |
| FOSTER KENT B 1 CAMPBELL PLACE    | X             |           |         |       |  |  |
| CAMDEN, NJ 08103                  | 71            |           |         |       |  |  |

## **Signatures**

John J. Furey, Attorney-In-Fact 01/04/2006

\*\*Signature of Reporting Person

# **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) The options vest cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date.
- (2) 1-for-1
- (3) Phantom shares are fully vested and immediately exercisable.
- (4) Shares of phantom stock are payable in cash or stock from the Company's Deferred Compensation Plan upon reporting person's retirement, resignation or termination.

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.

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