

CAMPBELL SOUP CO
Form 4
September 17, 2015

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 *
DORRANCE BENNETT

(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)
08/24/2015

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 or Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/24/2015		J ⁽¹⁾	V	2,419,355	D	\$ 0 0	I	Clarabelle Investments, LLC
Common Stock	08/24/2015		J ⁽¹⁾	V	2,419,355	A	\$ 0 27,876,085 ⁽²⁾	I	Guillermo Investments, LLC
Common Stock	09/15/2015		J ⁽³⁾		2,411,555	D	⁽³⁾ 25,464,530 ⁽²⁾	I	Guillermo Investments, LLC
Common Stock	09/15/2015		J ⁽³⁾		2,411,555	A	⁽³⁾ 27,876,085 ⁽²⁾	I	Guillermo Investments, LLC

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Common Stock	09/15/2015	G V	7,800 ⁽⁴⁾	D	\$ 0	27,876,085 _{(2) (4)}	I	Guillermo Investments, LLC
Common Stock						5,718	D	
Common Stock						460,554 ⁽²⁾	I	Bennett Dorrance Revocable Trust ⁽⁵⁾
Common Stock						2,043 ⁽²⁾	I	Hank, Inc. ⁽⁶⁾
Common Stock						17,957,141 ₍₂₎	I	ABD Investments LLC ⁽⁷⁾

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 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
DORRANCE BENNETT 1 CAMPBELL PLACE CAMDEN, NJ 08103	X	X		

Signatures

Tara L. Smith,
Attorney-in-Fact

09/17/2015

__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).

- For estate planning purposes, Clarabelle Investments, LLC ("Clarabelle") transferred shares of Campbell Soup Company stock to Guillermo Investments, LLC ("Guillermo") in exchange for an ownership interest in Guillermo. The sole member of Clarabelle is the Bennett Dorrance Revocable Trust (the "Trust"), of which Mr. Dorrance is sole trustee, and the manager of Clarabelle is Hank, Inc. ("Hank"), of which Mr. Dorrance is the sole director and majority owner. The sole manager of Guillermo is Hank. The transfer
- (1) constituted a change in the form of indirect beneficial ownership but not a change in Mr. Dorrance's indirect pecuniary interest in the shares that were transferred. Clarabelle then distributed its interest in Guillermo to the Trust, its sole owner. The distribution constituted a change in the form of indirect beneficial ownership but not a change in Mr. Dorrance's indirect pecuniary interest in the shares that were transferred.
 - (2) Mr. Dorrance disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
For estate planning purposes, the membership interest in Guillermo owned by the Trust was sold in a private transaction to DFE Legacy Trust, which is also a member of Guillermo. The underlying shares of Campbell Soup Company Stock held by Guillermo were not sold, assigned or otherwise transferred.
 - (3) Represents the gift of a 0.02798% interest in Guillermo to a charitable foundation. The underlying shares of Campbell Soup Company stock were not sold, assigned or otherwise transferred.
 - (4) Bennett Dorrance is the sole Trustee of the Bennett Dorrance Revocable Trust.
 - (5) Held by Hank, Inc., of which Mr. Dorrance is the majority owner and sole director.
 - (6) Held by ABD Investments, LLC, of which Hank is the sole manager.
 - (7)

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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