

VAN BEUREN JOHN A
Form 4
September 11, 2007

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 *
VAN BEUREN JOHN A

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)
P.O. BOX 4098
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2007

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

MIDDLETOWN, RI 02482

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Beneficial Ownership (Instr. 4)
Capital Stock	09/07/2007		S	V Amount (A) or (D) Price 1,436 D \$ 35.78	5,523,380	I	See Footnote (1)
Capital Stock	09/07/2007		S	V Amount (A) or (D) Price 1,740 D \$ 35.79	5,521,640	I	See Footnote (1)
Capital Stock	09/07/2007		S	V Amount (A) or (D) Price 2,045 D \$ 35.8	5,519,595	I	See Footnote (1)
Capital Stock	09/07/2007		S	V Amount (A) or (D) Price 1,001 D \$ 35.81	5,518,595	I	See Footnote (1)

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Capital Stock	09/07/2007	S	3,263	D	\$ 35.82	5,515,332	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	2,001	D	\$ 35.83	5,513,331	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	1,436	D	\$ 35.84	5,511,896	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	1,697	D	\$ 35.85	5,510,199	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	392	D	\$ 35.86	5,509,808	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	1,044	D	\$ 35.87	5,508,764	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	1,262	D	\$ 35.88	5,507,502	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	479	D	\$ 35.89	5,507,024	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	174	D	\$ 35.9	5,506,850	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	392	D	\$ 35.91	5,506,458	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	174	D	\$ 35.93	5,506,284	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	174	D	\$ 35.94	5,506,110	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	479	D	\$ 36.22	5,505,632	I	See Footnote <u>(1)</u>
Capital Stock	09/07/2007	S	131	D	\$ 36.23	5,505,501	I	See Footnote <u>(1)</u>
Capital Stock						2,993,279	D	

Capital Stock 8,968,018 I By Wife

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VAN BEUREN JOHN A P.O. BOX 4098 MIDDLETOWN, RI 02482		X		

Signatures

/s/ John A. van Beuren 09/11/2007
 **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). Interests held by family trusts, partnerships and corporation. The filing of this Form should not be deemed as an admission that the (1) Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial owner of these securities.

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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45,850

39,090

454,211

Allen R. Qualey

2014

269,971

153,447

63,850

35,922

523,190

President and Chief Operating Officer,

2013

263,654

53,222

113,900

33,594

464,370

Specialty Finance Group, 1st Source Bank

2012

258,626

65,353

Explanation of Responses:

56,300

33,954

414,233

(1)

Amounts included in Stock Awards represent the aggregate grant date fair value of all awards computed in accordance with FASB ASC Topic 718 granted during the year. These amounts generally relate to the prior year's performance and are subject to forfeiture over the succeeding five (5) years.

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(2) Amounts included in All Other Compensation for the most recent fiscal year are as follows:

	Company Contributions to Defined Contribution Retirement Plans	Dividends on Stock Awards	Directors' Fees	Perquisites ⁽³⁾⁽⁴⁾	Value of Life Insurance Benefits	Other	Total
Mr. Murphy	\$21,689	\$37,742	\$23,000	\$12,923	\$10,668	\$ —	\$106,022
Mr. Seitz ⁽⁵⁾	21,689	9,760	23,000	«	4,085	—	\$58,534
Ms. Short	21,137	12,813	—	«	1,352	—	35,302
Mr. Griffith	21,689	12,066	—	«	4,522	—	38,277
Mr. Qualey	21,689	10,336	—	«	3,897	—	35,922

« Not included - total of perquisites and benefits is less than \$10,000

(3) Mr. Murphy's perquisites included company car mileage, country club dues, annual medical exam and personal usage of the company plane. These are valued at the incremental cost to the Company. For personal use of the company plane, the incremental cost is the SIFL cost.

(4) Mr. Murphy reimbursed the Company \$5,000 in each year shown for miscellaneous incalculable personal benefits.

(5) Mr. Seitz serves on the 1st Source Bank Board of Directors and receives the fees shown for his services.

(6) There were no bonus awards, option awards or changes in pension value and non-qualified deferred compensation earnings for the named executive officers in 2014, 2013 or 2012.

2014 GRANTS OF PLAN-BASED AWARDS

Estimated Future Payouts Under Equity Incentive Plan

Name	Book Value Awards (#Shares)				Grant Date Fair Value of Stock Awards	Market Value Awards (#Shares)				
	Grant Date	Threshold	Target	Maximum		Grant Date	Threshold	Target	Maximum	Grant Date Fair Value of Stock Awards
Christopher J. Murphy III	2/10/14 ⁽¹⁾	—	11,417	—	\$24.07	2/10/14 ⁽²⁾	—	11,964	—	\$28.84
James R. Seitz	2/10/14 ⁽¹⁾	—	2,531	—	24.07	2/10/14 ⁽²⁾	—	2,104	—	28.84
Andrea G. Short	2/10/14 ⁽¹⁾	—	2,196	—	24.07	2/10/14 ⁽²⁾	—	1,275	—	28.84
John B. Griffith	2/10/14 ⁽¹⁾	—	2,965	—	24.07	2/10/14 ⁽²⁾	—	2,314	—	28.84
Allen R. Qualey	2/10/14 ⁽¹⁾	—	3,249	—	24.07	2/10/14 ⁽²⁾	—	2,609	—	28.84

Note: There were no non-equity incentive plan awards with future payouts made during 2014. Also, there were no other stock awards or option awards made during 2014.

Annual Executive Incentive Plan award subject to forfeiture over a five-year period based on the executive (1) remaining with the Company and the Company achieving annual financial performance hurdles as discussed above under "Annual Incentive Awards Under the EIP".

(2) Long-Term Executive Incentive Plan award subject to forfeiture over a five-year period based on the executive remaining with the Company and the continued financial performance of the Company.

NARRATIVE DISCLOSURE TO SUMMARY COMPENSATION TABLE AND GRANTS OF PLAN-BASED AWARDS TABLE

Employment Agreements:

Messrs. Murphy and Griffith each entered into an employment agreement effective January 1, 2008. Ms. Short entered into an employment agreement effective January 1, 2013.

Mr. Murphy's agreement provides for a \$710,000 base salary at January 1, 2015, with annual increases as the Committee may deem appropriate each year, and bonus payments (paid in cash or stock at Mr. Murphy's election) under the Executive Incentive Plan and the 1998 Performance Compensation Plan. Under the other two agreements, Mr. Griffith and Ms. Short receive base salaries of \$324,000 and \$270,000 respectively, at January 1, 2015, with increases thereafter as may be determined by 1st Source, and cash and stock bonuses determined under the Executive Incentive Plan and the 1998 Performance Compensation Plan.

Mr. Murphy's, Mr. Griffith's and Ms. Short's agreements expire on December 31, 2015. Each will be extended from year-to-year thereafter unless either party gives a notice of non-renewal to the other. The term of Mr. Murphy's agreement will end on December 31 of the third year following the year in which any notice of non-renewal is given. The term of the agreements with Mr. Griffith and Ms. Short will end on December 31 of the same year in which any non-renewal notice is given.

In the event of an executive's death, the executive's beneficiaries would receive a payment in the amount of twice the executive's current base salary up to a maximum of \$750,000 under a group term life insurance policy provided by the Company. Mr. Griffith's beneficiaries also would receive a payment of \$600,000 under an individual policy for which the Company pays the premiums.

The employment agreements also include restrictive covenants which require, among other things, that the executives not compete with 1st Source in bank or bank-related services within the geographic region in which full-service retail branches of 1st Source Bank or any affiliate are located. The agreements also prohibit the executives from ever divulging confidential information or trade secrets after termination of employment.

In the event an executive's employment is terminated because of disability and in addition to other disability programs in effect for all officers of 1st Source, the executive will receive twelve months of base salary, with the first six months payable in a lump sum and the balance paid in monthly installments beginning on the first day of the seventh month following the date of termination.

See Compensation Discussion & Analysis above for discussion of other terms of the employment agreements.

Bonus Plan:

See discussion above in the Compensation Discussion & Analysis

The amounts shown in the Stock Awards column of the Summary Compensation Table represent the aggregate grant date fair value of all awards granted during the fiscal year computed in accordance with FASB ASC Topic 718. The amounts shown in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table represent the annual and long-term cash awards under the EIP and the 1998 Plan. Estimated future payout amounts for 2014 stock awards and the corresponding grant date fair values are shown in the Grants of Plan-Based Awards Table. Recipients of unvested book value and market value shares granted under the EIP and the 1998 Plan receive dividends at the same time and in the same amount as all other holders of 1st Source common stock.

The relative amounts of salary and bonus are discussed above under "Components of Compensation and 2014 Compensation Decisions."

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2014

Stock Awards⁽³⁾

Name	Number of Shares of Stock That Have Not Vested ⁽¹⁾⁽²⁾	Market Value of Shares of Stock That Have Not Vested ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested ⁽¹⁾⁽²⁾	Equity Incentive Plan Awards: Payout or Market Value of Unearned Shares That Have Not Vested ⁽¹⁾
Christopher J. Murphy III				
Book Value Shares			21,997	\$754,707
Market Value Shares	33,235	\$855,801		
James R. Seitz				
Book Value Shares			7,605	260,928
Market Value Shares	6,005	154,629		
Andrea G. Short				
Book Value Shares			13,056	447,951
Market Value Shares	4,847	124,810		
John B. Griffith				
Book Value Shares			8,111	278,288
Market Value Shares	8,560	220,420		
Allen R. Qualey				
Book Value Shares			6,464	221,780
Market Value Shares	8,472	218,154		

(1) Shares vested for purposes of this table and the following table are awarded shares which are no longer subject to forfeiture under the terms of the Executive Incentive Plan or the Restricted Stock Award Plan.

(2) Vesting dates for these awards are as follows:

	Book Value Shares	Market Value Shares
Mr. Murphy	12/2014 - 12/2018	12/2014 - 12/2018
Mr. Seitz	12/2014 - 12/2018	12/2014 - 12/2018
Ms. Short	12/2014 - 12/2018	12/2014 - 12/2022
Mr. Griffith	12/2014 - 12/2018	12/2014 - 12/2018
Mr. Qualey	12/2014 - 12/2018	12/2014 - 12/2018

Note: Shares vesting based on calendar year results (e.g., 12/2014 above is based on 2014 results) are not released until financial results are publicly announced early in the following year.

Explanation of Responses:

(3) The named executive officers have no outstanding stock option awards at December 31, 2014.

OPTION EXERCISES AND STOCK VESTED – 2014

Name	Stock Awards ⁽¹⁾		Value Realized on Full Vesting
	Number of Book Value Shares Acquired on Vesting	Number of Market Value Shares Acquired on Vesting	
Christopher J. Murphy III	8,319	6,403	\$404,750
James R. Seitz	1,389	2,760	121,308
Andrea G. Short	1,177	2,896	120,829
John B. Griffith	2,640	2,930	156,849
Allen R. Qualey	2,309	1,967	118,404

(1) The named executive officers did not exercise any stock option awards during 2014.

DIRECTOR COMPENSATION – 2014

Name	Fees Earned or Paid in Cash ⁽¹⁾	Total
Allison N. Egidi	\$56,000	\$56,000
Daniel B. Fitzpatrick ⁽¹⁾	76,750	76,750
Tracy D. Graham ⁽¹⁾	42,500	42,500
Wellington D. Jones III ⁽¹⁾	48,500	48,500
Craig A. Kapson ⁽¹⁾	60,000	60,000
Najeeb A. Khan ⁽¹⁾	55,500	55,500
Vinod M. Khilnani ⁽¹⁾	54,500	54,500
Rex Martin ⁽¹⁾	53,500	53,500
Christopher J. Murphy III	See Summary Compensation Table	
Christopher J. Murphy IV	56,000	56,000
Timothy K. Ozark ⁽¹⁾	72,000	72,000
John T. Phair ⁽¹⁾	51,500	51,500
Mark D. Schwabero ⁽¹⁾	72,750	72,750

(1) These directors received \$22,994 of their annual retainer in the form of 780 shares of stock rather than cash at their election. These shares had a grant date fair value of \$29.48 in accordance with FASB ASC Topic 718.

(2) There were no stock awards, option awards, non-equity incentive plan compensation, pension or other deferred compensation earnings or other compensation paid to non-employee directors in 2014.

Executive Compensation and Human Resources Committee Report

The Executive Compensation and Human Resources Committee has reviewed and discussed the Compensation Discussion & Analysis section of this Proxy Statement with management. In reliance on these reviews and discussions, the Committee recommended to the Board of Directors that the Compensation Discussion & Analysis section be included in this Proxy Statement.

Executive Compensation and Human Resources Committee

	Daniel B. Fitzpatrick, Chairman	
Rex Martin	Timothy K. Ozark	Mark D. Schwabero
Compensation Committee Interlocks and Insider Participation		

No member of the Executive Compensation and Human Resources Committee is or was formerly an officer or employee of the Company. No executive officer of the Company currently serves or in the past year has served as a member of the compensation committee or board of directors of another company of which an executive officer serves

on the Executive Compensation and Human Resources Committee. Nor does any executive officer of the Company serve or has in the past year served as a member of the compensation committee or another company of which an executive officer serves as a Director of the Company.

Section 16(a) Beneficial Ownership Reporting Compliance

The Securities Exchange Act of 1934 requires executive officers and directors to file reports of ownership and changes in ownership of 1st Source Corporation stock with the Securities and Exchange Commission and to furnish 1st Source with copies of all reports filed. Based solely on a review of the copies of such reports furnished to 1st Source and written representations from the executive officers and directors that no other reports were required, 1st Source believes that all filing requirements were complied with during the last fiscal year.

Relationship with Independent Registered Public Accounting Firm

The financial statements of 1st Source are audited annually by an independent registered public accounting firm. For the year ended December 31, 2014 and the fourteen (14) preceding years, the audit was performed by Ernst & Young LLP. Fees for professional services provided by Ernst & Young LLP for the last three (3) years were as follows:

	2014	2013	2012
Audit Fees	\$669,600	\$646,050	\$628,250
Audit-Related Fees	23,000	22,000	21,000
Tax Fees	22,600	24,500	23,675
Other Fees	—	—	—
Total	\$715,200	\$692,550	\$672,925

The Audit Committee shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform the specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to a member of the Audit Committee. The decisions of any Audit Committee member to whom pre-approval authority is delegated must be presented to the full Audit Committee at its next scheduled meeting. All fees paid to Ernst & Young in 2014 for non-audit services were pre-approved by the Audit Committee.

Proposals of Security Holders

Proposals submitted by security holders for presentation at the next Annual Meeting must be submitted in writing to the Secretary, 1st Source Corporation, on or before November 1, 2015.

Additional Information

A plurality of the shares voted at the annual meeting is required for election of directors. The Company knows of no other proposals expected to be presented at the meeting. Such a proposal, if any, would be approved if votes in favor of such proposal exceed those cast against.

The Securities and Exchange Commission's rules permit a company to deliver a single proxy statement, annual report, notice of internet availability of proxy materials or prospectus to an address shared by two or more of its shareholders. This method of delivery is referred to as "householding." Unless shareholders request otherwise, 1st Source will "household" their proxy statement and annual report, as well as any prospectus or notice of internet availability of proxy materials, which may be sent to them. Regardless of how many 1st Source shareholders live under one roof, they will receive a single copy of each proxy statement, annual report, notice of internet availability of proxy materials or prospectus that is being mailed to shareholders. However, 1st Source will continue to deliver to every 1st Source shareholder in a household an individual proxy card in connection with any meeting of its shareholders where votes are being cast.

If a shareholder prefers to receive individual copies of proxy statements, annual reports, notice of internet availability of proxy materials or prospectuses, the shareholder should call the Company's transfer agent, American Stock Transfer & Trust Company, toll-free at 800-347-1246. Representatives are available to assist shareholders Monday through Thursday from 8:00 a.m. until 7:00 p.m. ET, and 8:00 a.m. until 5:00 p.m. ET on Friday, or write to Chuck Ditto, Trust Operations, 1st Source Corporation, P. O. Box 1602, South Bend, IN 46634. 1st Source will start sending separate documents to a requesting shareholder of record within 30 days of the request.

Beneficial shareholders can request information about householding from their banks, brokers or other holders of record.

Important Notice Regarding The Availability Of Proxy Materials For The Shareholder Meeting To Be Held On April 23, 2015: The Notice of Annual Meeting of Shareholders and Proxy Statement, Annual Report and Proxy Card are available at <https://materials.proxyvote.com/336901>.

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A copy of 1st Source's Annual Report on Form 10-K is furnished herewith to shareholders for the calendar year ended December 31, 2014, containing financial statements for such year. The financial statements and the Report of Independent Registered Public Accounting Firm are incorporated by reference in this Proxy Statement.

By Order of the Board of Directors,

John B. Griffith

Secretary

South Bend, Indiana

March 17, 2015

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This proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, this proxy will be voted for all nominees listed in Proposal 1.

As an alternative to completing this form, you may enter your vote instruction by telephone at 1-800-PROXIES and follow the simple instructions. Use the Company and Account Number shown on your proxy card.

The undersigned hereby appoints Christopher J. Murphy III, John B. Griffith and Andrea G. Short and each of them proxies; to represent the undersigned, with full power of substitution, at the Annual Meeting of Shareholders of 1st Source Corporation to be held April 23, 2015 and at any and all adjournments thereof.

Signature of Shareholder: _____ Date: _____

Signature of Shareholder: _____ Date: _____

NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

To change the address on your account, please check the box at right and indicate your new address in the space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. o

1st SOURCE CORPORATION

Proxy for Annual Meeting of Shareholders on April 23, 2015

Solicited on Behalf of the Board of Directors

The undersigned hereby appoints Christopher J. Murphy III, John B. Griffith, and Andrea G. Short and each of them proxies; to represent the undersigned, with full power of substitution, at the Annual Meeting of Shareholders of 1st Source Corporation to be held April 23, 2015 and at any and all adjournments thereof.

(Continued and to be signed on the reverse side)

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