

CAMPBELL SOUP CO
Form 4
January 05, 2009

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 *
WEBER CHARLOTTE C

(Last) (First) (Middle)
1 CAMPBELL PLACE
(Street)
CAMDEN, NJ 08103-1799
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2009

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	09/12/2008		G	V 4,100 D \$ 0	4,361,499	I	See Footnote (1)
Common Stock	01/01/2009		A	3,266 A \$ 0	35,693 (2)	D	
Common Stock					11,058,785	I	See Footnote (3)
Common Stock					27,324	I	See Footnote (4)

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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 (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 or Value of Underlying Security (Instr. 3 and 4)
Phantom Stock	(5)	01/01/2009		A	3,266	(6) (6)	Common Stock	3,266

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER CHARLOTTE C 1 CAMPBELL PLACE CAMDEN, NJ 08103-1799		X		

Signatures

John J. Furey,
Attorney-In-Fact

01/05/2009

**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) Shares held under the Deed of Trust of Charlotte C. Weber dated May 10, 1968 ("1968 Trust"). The reporting person is a trustee of the 1968 Trust. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
 - (2) Balance reflects a correction of a mathematical error regarding the number of shares held directly that was reported on the Form 4 dated January 3, 2008. The number was listed as 15,271 and it should have been 32,427.
 - (3) Shares held by Suppe Holdings Limited Partnership, a Delaware limited partnership of which CSCS Holdings, Inc. is the general partner and the 1968 Trust is the limited partner. CSC Holdings, Inc. is a corporation owned by the reporting person. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

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- (4) Shares held by CSCS Holdings, Inc. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
- (5) Each share of phantom stock is the economic equivalent of one share of Issuer common stock.
- (6) Shares of phantom stock are payable in cash or stock, at the reporting person's election, from the Issuer's Deferred Compensation Plan upon the 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.

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