

WEBER CHARLOTTE C
Form 4
January 04, 2006

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 *
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)
01/01/2006

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)
Common Stock	01/01/2006		A	1,612 A	\$ 0 27,227	D ⁽¹⁾	
Common Stock					514	I ⁽²⁾	See footnote (2)
Common Stock					6,717,244	I ⁽³⁾	See footnote (3)
Common Stock					17,049	I ⁽⁴⁾	See footnote (4)

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Shares held under the Deed of Trust of Charlotte C. Weber dated May 10, 1968 ("1968 Trust"). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

(3) Shares held by CSCS Holdings Limited Partnership, a Delaware limited partnership ("CSCS LP") of which the Trustees (including the reporting person) under the 1968 Trust and the Charlotte C. Weber Year 2002 Grantor Retained Annuity Trust are the limited partners and CSCS Holdings, Inc. ("CSCS Inc."), a corporation owned by the reporting person, is the general partner. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

(4) Shares held by CSCS Inc. See footnote (3). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

(5) Shares held by Suppe Holdings Limited Partnership ("Suppe"), a Delaware limited partnership of which CSCS Inc. is the general partner and the 1968 Trust is the limited partner. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

(6) The options vest cumulatively over three years at the rate of 30%, 60%, 100% respectively on the first three anniversaries of the Grant Date.

(7) 1-for-1

(8) Phantom shares are fully vested and immediately exercisable.

(9) 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.