

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 Indirect Beneficial 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)

Common Stock	11,058,785	I ⁽⁵⁾	See footnote (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 29.91	01/01/2006		A		10,336		<u>(6)</u>	01/01/2016	Common Stock	10,336
Phantom Stock	<u>(7)</u>	12/30/2005	01/03/2006	A		20		<u>(8)</u>	<u>(9)</u>	Common Stock	20

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
01/04/2006

**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) Includes dividend reinvestment shares.
- (2)

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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.

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