

WEBER CHARLOTTE C
Form 4/A
December 06, 2005

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

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)
1 CAMPBELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/28/2005

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

CAMDEN, NJ 08103-1799
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/30/2005

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) | (A) or (D) | 5. Amount or Price | 6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|-----------------------------------|
| Common Stock | 11/28/2005 | | J ⁽¹⁾ | 1,340,501 | D | \$ 0 | 7,428,210 | I ⁽²⁾ |
| Common Stock | 11/28/2005 | | J ⁽³⁾ | 707,828 | D | \$ 0 | 6,720,382 | I ⁽²⁾ |
| Common Stock | 11/28/2005 | | J ⁽⁴⁾ | 3,138 | D | \$ 0 | 6,717,244 | I ⁽²⁾ |
| Common Stock | 11/28/2005 | | J ⁽⁵⁾ | 707,828 | A | \$ 0 | 733,158 | D |

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| | | | | | | | | |
|--------------|------------|--------------|-----------|---|----------|------------|---------------|-------------------|
| Common Stock | 11/28/2005 | <u>J(6)</u> | 706,412 | D | \$ 0 | 26,746 | D | |
| Common Stock | 11/28/2005 | <u>J(7)</u> | 1,416 | D | \$ 0 | 25,615 | D <u>(8)</u> | |
| Common Stock | 11/23/2005 | G V | 17,000 | D | \$ 0 | 1,172,459 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | <u>J(10)</u> | 1,340,501 | A | \$ 0 | 2,512,960 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | <u>J(11)</u> | 706,412 | A | \$ 0 | 3,219,372 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | <u>J(12)</u> | 2,978,858 | D | \$ 0 | 240,514 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | <u>J(13)</u> | 3,138 | A | \$ 0 | 21,603 | I <u>(14)</u> | See footnote (14) |
| Common Stock | 11/28/2005 | <u>J(15)</u> | 1,416 | A | \$ 0 | 23,019 | I <u>(14)</u> | See footnote (14) |
| Common Stock | 11/28/2005 | <u>J(16)</u> | 5,970 | D | \$ 0 | 17,049 | I <u>(14)</u> | See footnote (14) |
| Common Stock | 11/28/2005 | <u>J(17)</u> | 2,978,858 | A | \$ 0 | 11,052,815 | I <u>(18)</u> | See footnote (18) |
| Common Stock | 11/28/2005 | <u>J(19)</u> | 5,970 | A | \$ 0 | 11,058,785 | I <u>(18)</u> | See footnote (18) |
| Common Stock | 11/28/2005 | S | 500 | D | \$ 30.84 | 240,014 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | S | 1,200 | D | \$ 30.85 | 238,814 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | S | 1,400 | D | \$ 30.86 | 237,414 | I <u>(9)</u> | See footnote (9) |
| Common Stock | 11/28/2005 | S | 1,900 | D | \$ 30.87 | 235,514 | I <u>(9)</u> | See footnote (9) |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|---------|------------------|------------------|
| Common Stock | 11/28/2005 | | S | 3,100 | D | \$ 30.88 | 232,414 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 1,900 | D | \$ 30.89 | 230,514 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 8,300 | D | \$ 30.9 | 222,214 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 7,000 | D | \$ 30.91 | 215,214 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 1,100 | D | \$ 30.92 | 214,114 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 1,600 | D | \$ 30.93 | 212,514 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 1,000 | D | \$ 30.94 | 211,514 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 300 | D | \$ 30.95 | 211,214 | I ⁽⁹⁾ | See footnote (9) |
| Common Stock | 11/28/2005 | | S | 700 | D | \$ 30.96 | 210,514 | I ⁽⁹⁾ | See footnote (9) |

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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

| | | | | |
|------|-------------|------------|-------|--------|
| | Date | Expiration | Title | Amount |
| | Exercisable | Date | | or |
| | | | | Number |
| Code | V | (A) | (D) | of |
| | | | | Shares |

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 | 12/06/2005 |
| **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) Distribution of shares by CSCS Holdings Limited Partnership, a Delaware limited partnership ("CSCS LP") of which the Trustees (including the reporting person) under the Deed of Trust of Charlotte C. Weber dated May 10, 1968 ("1968 Trust") and the Charlotte C. Weber Year 2002 Grantor Retained Annuity Trust (the "Year 2002 GRAT") are the limited partners and CSCS Holdings, Inc ("CSCS Inc."), a corporation owned by the reporting person, is the general partner, to the 1968 Trust.
 - (2) Shares held by CSCS LP. See footnote (1). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
 - (3) Distribution of shares by CSCS LP to the Year 2002 GRAT.
 - (4) Distribution of shares by CSCS LP to CSCS Inc.
 - (5) Annuity payment by Year 2002 GRAT to the reporting person.
 - (6) Contribution by the reporting person to the 1968 Trust.
 - (7) Contribution by the reporting person to CSCS Inc.
 - (8) Includes dividend reinvestment shares.
 - (9) Shares held by the 1968 Trust. See footnote (1). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein. This amended Form 4 reports sales on November 28 and 29 that were not reported on the original Form 4.
 - (10) Distribution to the 1968 Trust by CSCS LP.
 - (11) Contribution to the 1968 Trust by the reporting person.
 - (12) Contribution by the 1968 Trust to 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.
 - (13) Distribution to CSCS Inc. by CSCS LP.
 - (14) Shares held by CSCS Inc. See footnote (1).
 - (15) Contribution to CSCS Inc. by the reporting person.
 - (16) Contribution to Suppe by CSCS Inc.

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- (17) Contribution to Suppe by the 1968 Trust.
- (18) Shares held by Suppe. See footnote (12). The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.
- (19) Contribution by CSCS Inc. to Suppe.

Remarks:

Form 1 of 3

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.