WEBER CHARLOTTE C

Form 4

January 21, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

Common

Common

Stock

Stock

(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			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			(Check all applicable) X Director 10% Owner					
1 CAMPBELL PLACE			(Month/Day/Year) 01/20/2011							er (specify	
Filed(1				Amendment, Date Original (Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
CAMDEN, I	NJ 08103-1799)						Person	Wore than One K	eporting	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ar) Executi	emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	4. SecurionAcquirect Disposect (Instr. 3,	d (A) c))	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	01/20/2011			A	2,951	A	\$0	45,603	D		
Common Stock								3,169,599	I	See Footnote (1)	

See

(2) See

(3)

Footnote

Footnote

11,058,785

27,324

Ι

I

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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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pric Deriva Securi (Instr.
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(4)</u>	01/20/2011		A	2,951	(5)	<u>(6)</u>	Common Stock	2,951	\$

Reporting Owners

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

Signatures

Kathleen M. Gibson, Attorney-In-Fact

**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.
- Shares held by Suppe Holdings Limited Partnership, a Delaware limited partnership of which CSCS Holdings, Inc. is the general partner (2) and the 1968 Trust is the limited partner. CSCS 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.
- (3) Shares held by CSCS Holdings, Inc. The reporting person disclaims beneficial ownership of these shares except to the extent of her pecuniary interest therein.

Reporting Owners 2

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- (4) 1-for-1
- (5) Phantom shares are fully vested.
- (6) The value of phantom stock is payable in cash 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.