

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended
July 31, 1994

Commission File Number
1-3822

[CAMPBELL SOUP COMPANY LOGO]

NEW JERSEY
State of Incorporation

21-0419870
I.R.S. Employer Identification No.

CAMPBELL PLACE
CAMDEN, NEW JERSEY 08103-1799
PRINCIPAL EXECUTIVE OFFICES

TELEPHONE NUMBER: (609) 342-4800

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
CAPITAL STOCK	NEW YORK STOCK EXCHANGE PHILADELPHIA STOCK EXCHANGE

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No .
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. /X/

As of September 19, 1994, the aggregate market value of Capital Stock held by non-affiliates of the Registrant was \$4,659,499,637.75. (The exclusion

of the market value of shares owned by any person shall not be deemed an admission that such person is an "affiliate" of the Registrant.) There were 248,427,876 shares of Capital Stock outstanding as of September 19, 1994.

Notice of Annual Meeting and Proxy Statement dated October 7, 1994, for the Annual Meeting of Shareowners to be held on November 17, 1994 are incorporated by reference into Part III.

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This amendment to Registrant's Form 10-K for the fiscal year ended July 31, 1994 ("Original Form 10-K") amends and modifies the Original Form 10-K only to reflect the addition of No. 10(j) to the list of Exhibits under Item 3.

3. Exhibits

No. ----	Description -----
3(a)	Campbell's Restated Certificate of Incorporation as amended through November 21, 1991, was filed with the SEC with Campbell's Form 10-K for the fiscal year ended August 2, 1992, and is incorporated herein by reference.
3(b)	Campbell's By-Laws, effective as of November 18, 1993.
4	There is no instrument with respect to long-term debt of the company that involves indebtedness or securities authorized thereunder exceeding 10 percent of the total assets of the company and its subsidiaries on a consolidated basis. The company agrees to file a copy of any instrument or agreement defining the rights of holders of long-term debt of the company upon request of the Securities and Exchange Commission.
9	Major Stockholders' Voting Trust Agreement dated June 2, 1990, as amended, was filed with the SEC by the Trustees of the Major Stockholders' Voting Trust as Exhibit A to Schedule 13D dated June 5, 1990, and is incorporated herein by reference.
10(a)	Campbell Soup Company 1984 Long-Term Incentive Plan, as amended on May 27, 1993, was filed with the SEC with Campbell's 10-K for the fiscal year ended August 1, 1993, and is incorporated herein by reference.*
10(b)	Campbell Soup Company Management Worldwide Incentive Plan, as amended on September 26, 1991, was filed with the SEC with Campbell's 10-K for the fiscal year ended August 2, 1992, and is incorporated herein by reference.*
10(c)	Deferred Compensation Plan for Directors, as amended on December 1, 1991, was filed with the SEC with Campbell's 10-K for the fiscal year ended August 2, 1992, and is incorporated herein by reference.*
10(d)	Retirement Benefit Plan for Directors, effective December 1, 1991, was filed with the SEC with Campbell's 10-K for the fiscal year ended August 2, 1992, and is incorporated herein by reference.*
10(e)	Supplemental Retirement Benefit Program for Executives, as amended on March 28, 1991, was filed with the SEC with Campbell's Form 10-K for the fiscal year ended July 28, 1991, and is incorporated herein by reference.*

10(f) Financial Planning Services for Executives was filed with the SEC with Campbell's Form 10-K for the fiscal year ended July 31, 1988, and is incorporated herein by reference.*

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3. Exhibits (cont'd.)

No. -----	Description -----
10(g)	Supplemental Post Retirement Benefit Plan for Selected Major Executives, as amended on January 25, 1990, was filed with the SEC with Campbell's Form 10-K for the fiscal year ended July 29, 1990, and is incorporated herein by reference.*
10(h)	Employment Agreement dated January 2, 1990, with David W. Johnson, President and Chief Executive Officer, was filed with the SEC with Campbell's Form 10-K for the fiscal year ended July 29, 1990, and is incorporated herein by reference.*
10(i)	Severance Protection Agreement dated May 18, 1990, with John M. Coleman, Senior Vice President - Law and Public Affairs, was filed with the SEC with Campbell's Form 10-K for the fiscal year ended August 2, 1992, and is incorporated herein by reference. Agreements with nine (9) other Executive Officers are in all material respects the same as that with Mr. John M. Coleman.*
10(j)	Special incentive arrangement for the Chairman, President and Chief Executive Officer, approved by the Board in fiscal 1994, under which he can earn from \$0 to \$5 million in addition to his other compensation if specified aggressive sales goals are achieved for certain businesses in fiscal 1996.*
22	Subsidiaries (Direct and Indirect) of Campbell.
24	Consent of Independent Accountants.
25(a)	Power of Attorney.
25(b)	Certified copy of the resolution of Campbell's Board of Directors authorizing signatures pursuant to a power of attorney.
27	Financial Data Schedule

* A management contract or compensatory plan required to be filed by Item 14(c) of this Report.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Campbell has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 4, 1994

CAMPBELL SOUP COMPANY

By: /s/ John J. Furey

John J. Furey
Corporate Secretary

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Document

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