
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2
(FINAL AMENDMENT)
to
SCHEDULE 13E-4
Issuer Tender Offer Statement
(Pursuant to Section 13(e)(1) of the Securities Exchange Act of 1934)

CAMPBELL SOUP COMPANY
(Name of issuer)

CAMPBELL SOUP COMPANY
(Name of person(s) filing statement)

Capital Stock, par value \$.075 per share
(Title of class of securities)

134429 10 9

(CUSIP number of class of securities)

John M. Coleman, Senior Vice President -
Law and Public Affairs
Campbell Soup Company
Campbell Place
Camden, New Jersey 08103-1799
(609) 342-4800

(Name, address and telephone number of person authorized to receive notices and
communications
on behalf of the person(s) filing statement)

Copy to:

Lou R. Kling
Skadden, Arps, Slate, Meagher & Flom
919 Third Avenue
New York, New York 10022
(212) 735-3000

September 12, 1996

(Date tender offer first published, sent or given to security holders)

This Amendment No. 2 amends and supplements the Issuer Tender Offer
Statement on Schedule 13E-4 (the "Statement") dated September 12, 1996 relating
to the tender offer by Campbell Soup Company, a New Jersey corporation (the
"Company"), to purchase up to 18,000,000 shares of capital stock, par value
\$.075 per share (the "Shares") at a price, net to the seller in cash, not

greater than \$80.00 nor less than \$69.00 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 12, 1996 (the "Offer to Purchase") and the related Letter of Transmittal (which are herein collectively referred to as the "Offer"). Copies of such documents are filed as Exhibits (a)(1) and (a)(2), respectively, to the Statement. Capitalized terms used herein but not defined herein shall have the meaning assigned to such term in the Offer to Purchase.

ITEM 8. ADDITIONAL INFORMATION

Item 8(e) is hereby supplemented and amended as follows:

On October 18, 1996, the Company issued a press release announcing the final results of the Offer which expired at 12:00 Midnight, New York City time, on October 10, 1996 and pursuant to which the Company accepted for payment 13,519,906 Shares at a price of \$80.00 per Share. The Shares purchased pursuant to the Offer represent approximately 5.5% of the 247,228,102 Shares outstanding as of July 28, 1996. The press release is attached hereto as Exhibit (a)(16) and is incorporated herein by reference.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS

Item 9 is hereby amended by the addition of the following Exhibit:

(a)(16) Form of Press Release issued by the Company dated October 18, 1996.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CAMPBELL SOUP COMPANY

By: /s/ Anthony P. DiSilvestro

Anthony P. DiSilvestro
Deputy Treasurer

Dated: October 23, 1996

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(a)(16)	Form of Press Release issued by the Company dated October 18, 1996.	

(The following is a reformatted version of a press release issued by Campbell Soup Company.)

CAMPBELL ANNOUNCES FINAL RESULTS OF TENDER OFFER

CAMDEN, N.J., October 18, 1996 - Campbell Soup Company (NYSE:CPB) today announced that in accordance with the final results of its Dutch auction tender offer, completed October 10 at 12:00 midnight, New York City time, the Company will purchase 13,519,906 shares of its stock at a price of \$80 per share.

First Chicago Trust Company of New York, depository for the offer, will promptly issue payment for the shares accepted under the offer. The shares represent approximately 5.5% of the 247 million shares outstanding immediately prior to the offer.

Campbell commenced the tender offer on Thursday, September 12. The Company announced its intention to purchase up to 18 million shares at a range of \$69 to \$80 per share.

The one-time stock buyback was the first part of a three-year, \$2.5 billion Campbell share repurchase program, a key element in the Company's strategic initiative designed to accelerate its sales and earnings per share growth. The Company intends to proceed with the share repurchase program, but will not be purchasing shares in the open market until November 14.

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