

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1
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. 1 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 9. MATERIAL TO BE FILED AS EXHIBITS

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

(a) (14) Form of Press Release issued by the Company dated October 10, 1996.

(a) (15) Form of Press Release issued by the Company dated October 11, 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 11, 1996

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(a) (14)	Form of Press Release issued by the Company dated October 10, 1996.	
(a) (15)	Form of Press Release issued by the Company dated October 11, 1996.	

Exhibit (a) (14)

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

CAMDEN, N.J., October 10, 1996 - Campbell Soup Company (NYSE:CPB) today made the following announcement with respect to its Dutch auction tender offer which will expire Thursday, October 10, 1996 at 12:00 midnight, New York City time. In response to inquiries regarding the impact of the Columbus Day holiday, the Company confirmed that for purposes of this offer, Monday, October 14, 1996 will not be considered a New York Stock Exchange trading day. Accordingly, people who deliver notices of guaranteed delivery before 12:00 midnight today will have until close of business on Wednesday, October 16, 1996 to deliver share certificates and other required documents.

CONTACT: Jerry S. Buckley
(609) 342-3738
(Media)

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

CAMPBELL ANNOUNCES PRELIMINARY TENDER OFFER RESULTS

CAMDEN, N.J. October 11, 1996 - Campbell Soup Company (NYSE: CPB) today announced the preliminary results of its Dutch auction tender offer which expired Thursday, October 10 at 12:00 midnight, New York City time.

The preliminary count by First Chicago Trust Company of New York, depository for the offer, indicated that 13,528,975 shares were tendered and not withdrawn at or below \$80 per share. The number of shares tendered includes 4,852,360 shares tendered pursuant to guaranteed delivery. The company expects to purchase all shares tendered at a price of \$80 per share.

The determination of the actual number of shares to be purchased and the purchase price are subject to final confirmation and the proper delivery of all shares tendered and not withdrawn, including shares tendered pursuant to the guaranteed delivery procedure.

Campbell commenced the tender offer on Thursday, September 12, 1996. The company announced its intention to purchase up to 18 million shares at a range of \$69 to \$80 per share.

The Dutch auction tender offer is a key element in Campbell's "Best in Show" strategic growth plan announced on September 5. The plan is designed to accelerate Campbell's sales and earnings per share growth. The company aspires to move into the ranks of the world's renowned consumer goods companies in terms of financial profile and market multiple. The one-time stock buyback was the first part of a three-year, \$2.5 billion Campbell share repurchase program. The company intends to proceed with the share repurchase program, but also declared that it will not be purchasing shares in the open market until November 14.

The shares expected to be purchased represent approximately 5.5 percent of the approximately 247 million shares of stock outstanding immediately prior to the offer. After purchasing the shares, the company will have approximately 234 million shares of stock outstanding.

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