

THIS PAPER DOCUMENT IS BEING SUBMITTED PURSUANT TO  
RULE 901 9(d) OF REGULATION S-T

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Campbell Soup Company  
(Name of Issuer)

Common Stock, Par Value \$0.0375 per share  
(Title of Class of Securities)

134429109  
(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

[X ]  
Rule 13d-1(b)  
 [ ]  
Rule 13d-1(c)  
 [ ]  
Rule 13d-1(d)

CUSIP No. 134429109

1.  
Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

First Union Corporation  
56-0898180

2.  
Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3.  
SEC Use Only

4.  
Citizenship or Place of Organization  
North Carolina

Number of Shares Beneficially Owned by Each Reporting  
Person With

5.  
Sole Voting Power                    14943355

6.  
Shared Voting Power                10800

7.  
Sole Dispositive Power            426534

8.  
Shared Dispositive Power        461877

9.  
Aggregate Amount Beneficially Owned by Each Reporting Person  
15049436

10.  
Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  
Not Applicable.

11.  
Percent of Class Represented by Amount in Row (11)  
3.53%

12.  
Type of Reporting Person (See Instructions)  
Parent Holding Company (HC)

Item 1.

(a) Name of Issuer  
Campbell Soup Company

(b) Address of Issuer's Principal Executive Offices  
Campbell Place

Camden, New Jersey 08103-1799

Item 2.

(a) Name of Person Filing  
First Union Corporation

(b) Address of Principal Business Office or, if none, Residence  
One First Union Center  
Charlotte, North Carolina 28288-0137

(c) Citizenship  
North Carolina

(d) Title of Class of Securities  
Common Stock, Par Value \$.01 per share

(e) CUSIP Number  
337358105

Item 3.

If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or  
c), check whether the person filing is a:

(g)  A parent holding company or control person in accordance with  
240.13d-1(b) (1) (ii) (G);

Item 4.

Ownership.

Provide the following information regarding the aggregate number and  
percentage of the class of securities of the issuer identified in Item 1.

(a)  
Amount beneficially owned: 15049436.

(b)  
Percent of class: 3.53%.

(c)  
Number of shares as to which the person has:

(i)  
Sole power to vote or to direct the vote 14943355.

(ii)  
Shared power to vote or to direct the vote 10800.

(iii)  
Sole power to dispose or to direct the disposition of 426534.

(iv)  
Shared power to dispose or to direct the disposition of 461877.

Item 5.  
Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6.  
Ownership of More than Five Percent on Behalf of Another Person.  
Not Applicable.

Item 7.  
Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Item 8.  
Identification and Classification of Members of the Group  
Not Applicable.

Item 9.  
Notice of Dissolution of Group  
Not Applicable.

Item 10.  
Certification

(a)  
The following certification shall be included if the statement is filed pursuant to 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

02/14/2000  
Date

Signature

Karen F. Knudtsen, Assistant Vice President & Trust Officer  
Name/Title