

BAKER W RANDOLPH

Form 4

November 19, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER W RANDOLPH

2. Issuer Name **and** Ticker or Trading
Symbol
ANHEUSER-BUSCH
COMPANIES, INC. [BUD]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE BUSCH PLACE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/18/2008

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
VP and CFO

ST. LOUIS, MO 63118-1852

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount (A) or (D)	Price	
Common Stock (\$1 par value)	11/18/2008	11/18/2008	D		378,203 (1)	D \$ 70 0 (2)	D
Common Stock (\$1 par value)	11/18/2008	11/18/2008	D		46,560 (1)	D \$ 70 0	I By daughters

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options	\$ 48.875	11/18/2008	11/18/2008	D	247,954	(3) (3)	Common Stock 247,954
Employee Stock Options	\$ 42.945	11/18/2008	11/18/2008	D	268,572	(3) (3)	Common Stock 268,572
Employee Stock Options	\$ 49.91	11/18/2008	11/18/2008	D	297,997	(3) (3)	Common Stock 297,997
Employee Stock Options	\$ 52.26	11/18/2008	11/18/2008	D	323,087	(3) (3)	Common Stock 323,087
Employee Stock Options	\$ 50.285	11/18/2008	11/18/2008	D	298,012	(3) (3)	Common Stock 298,012
Employee Stock Options	\$ 43.8	11/18/2008	11/18/2008	D	151,292	(3) (3)	Common Stock 151,292
Employee Stock Options	\$ 46.37	11/18/2008	11/18/2008	D	174,822	(3) (3)	Common Stock 174,822
Employee Stock Options	\$ 51.89	11/18/2008	11/18/2008	D	210,095	(3) (3)	Common Stock 210,095
Phantom Stock Units	(4)	11/18/2008	11/18/2008	D	8,219	(5) (5)	Common Stock 8,219

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	VP and CFO

BAKER W RANDOLPH
ONE BUSCH PLACE
ST. LOUIS, MO 63118-1852

Signatures

Laura H. Reeves, Attorney-in-Fact for W. Randolph
Baker

11/19/2008

__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).

Pursuant to the Agreement and Plan of Merger by and among the Company, InBev N.V/S.A. and Pestalozzi Acquisition Corp. dated July 13, 2008, these shares were cancelled at the effective time of the merger in exchange for cash equal to the product of (a) the number of shares and (b) the per share merger consideration of \$70.00.

(1) Additionally, pursuant to the Agreement and Plan of Merger by and among the Company, InBev N.V/S.A. and Pestalozzi Acquisition Corp. dated July 13, 2008, all shares held in the Company's 401(k) Plan were cancelled at the effective time of the merger in exchange for cash equal to the product of (a) the number of shares and (b) the per share merger consideration of \$70.00.

(2) Pursuant to the Agreement and Plan of Merger by and among the Company, InBev N.V/S.A. and Pestalozzi Acquisition Corp. dated July 13, 2008, each outstanding unexercised option, whether vested or unvested, was cancelled at the effective time of the merger in exchange for cash equal to the product of (a) the number of shares underlying such option and (b) the excess of the per share merger consideration of \$70.00 over the per share exercise price of such option, less any applicable tax withholding.

(3) Each phantom share represents the value of one actual share of Common Stock.

(4) Pursuant to the Agreement and Plan of Merger by and among the Company, InBev N.V/S.A. and Pestalozzi Acquisition Corp. dated July 13, 2008, all Phantom Stock Units, each of which represents the value of one actual share of Common Stock and have no exercise feature or expiration date, were cancelled at the effective time of the merger for cash equal to the product of (a) the number of shares underlying the Phantom Stock Units and (b) the per share merger consideration of \$70.00, less any applicable tax withholding.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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