

ANHEUSER-BUSCH COMPANIES, INC.

Form 4

November 12, 2008

FORM 4

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

OMB APPROVAL

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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

(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)

ST. LOUIS, MO 63118-1852

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2008

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

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

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

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)	11/10/2008		M		2,638	A	\$ 66.19
Common Stock (\$1 par value)	11/10/2008		M		2,046	A	\$ 66.19
Common Stock (\$1 par value)	11/10/2008		M		2,328	A	\$ 66.19
Common Stock (\$1 par value)	11/10/2008		M		2,003	A	\$ 66.19

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par value)									
Common Stock (\$1 par value)	11/10/2008		M	1,913	A	\$ 66.19	445,403	D	
Common Stock (\$1 par value)	11/10/2008		M	1,988	A	\$ 66.19	447,391	D	
Common Stock (\$1 par value)	11/10/2008		M	1,522	A	\$ 66.19	448,913	D	
Common Stock (\$1 par value)	11/10/2008		M	719	A	\$ 66.19	449,632	D	
Common Stock (\$1 par value)	11/11/2008		G V	65,006	D	\$ 0	384,626	D	
Common Stock (\$1 par value)							41,200	I	TR UA Spouse's trusts FBO daughters
Common Stock (\$1 par value)							5,360	I	By daughters
Common Stock (\$1 par value)							33,818 ⁽¹⁾	I	401(k) plan

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

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(9-02)

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)	8. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

								of Shares
Phantom Stock Units	\$ 37.8907	11/10/2008	M	2,638	(2)	11/23/2009	Common Stock	2,638
Phantom Stock Units	\$ 48.875	11/10/2008	M	2,046	(2)	11/21/2010	Common Stock	2,046
Phantom Stock Units	\$ 42.945	11/10/2008	M	2,328	(2)	11/27/2011	Common Stock	2,328
Phantom Stock Units	\$ 49.91	11/10/2008	M	2,003	(2)	11/26/2012	Common Stock	2,003
Phantom Stock Units	\$ 52.26	11/10/2008	M	1,913	(2)	11/25/2013	Common Stock	1,913
Phantom Stock Units	\$ 50.285	11/10/2008	M	1,988	(2)	11/23/2014	Common Stock	1,988
Phantom Stock Units	\$ 43.8	11/10/2008	M	1,522	(2)	11/22/2015	Common Stock	1,522
Phantom Stock Units	\$ 46.37	11/10/2008	M	719	(2)	11/20/2016	Common Stock	719
Phantom Stock Units	(3)				(4)	(4)	Common Stock	(4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER W RANDOLPH ONE BUSCH PLACE ST. LOUIS, MO 63118-1852			VP and CFO	

Signatures

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

11/12/2008

__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).

(1) Based on the latest plan statement as of 9/30/08.

(2) Options vest in three annual installments.

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

(4) Represents reporting person's interest in phantom shares of Anheuser-Busch Companies, Inc. resulting from participation in the Anheuser-Busch 401(k) Restoration Plan. Phantom shares have no exercise feature nor any expiration date.

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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