

KATZ FRANCINE I
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 *
KATZ FRANCINE I

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
__X__ Officer (give title ____ Other (specify
below) below)
Strategy Committee Member

ST. LOUIS, MO 63118-1852

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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		9,363 (1) (2)	D \$ 70 0 (3)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. I De Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Options	\$ 37.8907	11/18/2008	11/18/2008	D	878	<u>(4)</u>	<u>(4)</u>	Common Stock	878	32
Employee Stock Options	\$ 37.8907	11/18/2008	11/18/2008	D	15,786	<u>(4)</u>	<u>(4)</u>	Common Stock	15,786	32
Employee Stock Options	\$ 48.875	11/18/2008	11/18/2008	D	1,364	<u>(4)</u>	<u>(4)</u>	Common Stock	1,364	\$
Employee Stock Options	\$ 48.875	11/18/2008	11/18/2008	D	57,954	<u>(4)</u>	<u>(4)</u>	Common Stock	57,954	\$
Employee Stock Options	\$ 42.945	11/18/2008	11/18/2008	D	2,328	<u>(4)</u>	<u>(4)</u>	Common Stock	2,328	\$
Employee Stock Options	\$ 42.945	11/18/2008	11/18/2008	D	68,172	<u>(4)</u>	<u>(4)</u>	Common Stock	68,172	\$
Employee Stock Options	\$ 49.91	11/18/2008	11/18/2008	D	2,003	<u>(4)</u>	<u>(4)</u>	Common Stock	2,003	\$
Employee Stock Options	\$ 49.91	11/18/2008	11/18/2008	D	72,997	<u>(4)</u>	<u>(4)</u>	Common Stock	72,997	\$
Employee Stock Options	\$ 52.26	11/18/2008	11/18/2008	D	1,913	<u>(4)</u>	<u>(4)</u>	Common Stock	1,913	\$
Employee Stock Options	\$ 52.26	11/18/2008	11/18/2008	D	78,087	<u>(4)</u>	<u>(4)</u>	Common Stock	78,087	\$
Employee Stock Options	\$ 50.285	11/18/2008	11/18/2008	D	1,988	<u>(4)</u>	<u>(4)</u>	Common Stock	1,988	\$
Employee	\$ 50.285	11/18/2008	11/18/2008	D	78,012	<u>(4)</u>	<u>(4)</u>	Common	78,012	\$

Stock Options								Stock			
Employee Stock Options	\$ 43.8	11/18/2008	11/18/2008	D	2,283	<u>(4)</u>	<u>(4)</u>	Common Stock	2,283	\$	
Employee Stock Options	\$ 43.8	11/18/2008	11/18/2008	D	52,200	<u>(4)</u>	<u>(4)</u>	Common Stock	52,200	\$	
Employee Stock Options	\$ 46.37	11/18/2008	11/18/2008	D	2,156	<u>(4)</u>	<u>(4)</u>	Common Stock	2,156	\$	
Employee Stock Options	\$ 46.37	11/18/2008	11/18/2008	D	45,613	<u>(4)</u>	<u>(4)</u>	Common Stock	45,613	\$	
Employee Stock Options	\$ 51.89	11/18/2008	11/18/2008	D	1,927	<u>(4)</u>	<u>(4)</u>	Common Stock	1,927	\$	
Employee Stock Options	\$ 51.89	11/18/2008	11/18/2008	D	54,456	<u>(4)</u>	<u>(4)</u>	Common Stock	54,456	\$	
Phantom Stock Units	<u>(5)</u>	11/18/2008	11/18/2008	D	1,249	<u>(6)</u>	<u>(6)</u>	Common Stock	1,249	\$	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATZ FRANCINE I ONE BUSCH PLACE ST. LOUIS, MO 63118-1852				Strategy Committee Member

Signatures

Laura H. Reeves, Attorney-in-Fact for Francine I. Katz 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

(1) 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.

(2) Includes shares held in an automatic dividend reinvestment plan.

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- 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.
- (3)

- 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.
- (4)

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

- 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.
- (6)

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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