

ANHEUSER-BUSCH COMPANIES, INC.

Form 4

November 19, 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 *
ROCHE JOYCE M

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)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

GIRLS INCORPORATED, 120 WALL STREET

(Street)

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

NEW YORK, NY 10005

(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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock (\$1 par value) | 11/18/2008 | 11/18/2008 | D | (1) | 2,049 | D | \$ 70 0 | D |

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

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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. Price of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Shares |
| Stock Options | \$ 35.6094 | 11/18/2008 | 11/18/2008 | D | | 4,000 | | Common Stock | 4,000 |
| Stock Options | \$ 35.2032 | 11/18/2008 | 11/18/2008 | D | | 4,000 | | Common Stock | 4,000 |
| Stock Options | \$ 40.17 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 53.515 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 49.59 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 51.2 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 47.32 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 44.85 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Stock Options | \$ 49.435 | 11/18/2008 | 11/18/2008 | D | | 5,000 | | Common Stock | 5,000 |
| Phantom Stock Units | (3) | 11/17/2008 | | A(4) | | 134 | | Common Stock | 134 |
| Phantom Stock Units | (3) | 11/18/2008 | 11/18/2008 | D | | 9,048 | | Common Stock | 9,048 |
| Deferred Stock Units | (3) | 11/18/2008 | 11/18/2008 | D | | 2,440 | | Common Stock | 2,440 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

ROCHE JOYCE M
GIRLS INCORPORATED
120 WALL STREET
NEW YORK, NY 10005

X

Signatures

Laura H. Reeves, Attorney-in-Fact for Joyce M.
Roch?

11/18/2008

__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) 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.

(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) This security converts to Common Stock on a 1-for-1 basis.

(4) Phantom Stock Units acquired pursuant to the Anheuser-Busch Companies Inc. Deferred Compensation Plan for Non-Employee Directors. Payable in cash triggered by the earliest of the following: (1) the date specified by the reporting person, payable in either a lump sum or equal quarterly installments over a period not to exceed ten (10) years as selected by the reporting person; (2) death, payable in a lump sum; or (3) a Change of Control, payable in a lump sum.

(5) 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) 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 Deferred 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 in exchange for cash equal to the product of (a) the number of shares underlying the Deferred 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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