

ANHEUSER-BUSCH COMPANIES, INC.
Form 10-K/A
January 11, 2007

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

FORM 10-K/A

(Amendment No. 2)

**ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

- Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Fiscal Year Ended December 31, 2005**
- or**
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

Commission File Number 1-7823

ANHEUSER-BUSCH COMPANIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

43-1162835
(I.R.S. Employer
Identification No.)

**ONE BUSCH PLACE, ST. LOUIS,
MISSOURI**
(Address of Principal Executive Offices)

63118
(Zip Code)

Registrant's telephone number, including area code: 314-577-2000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class
Common Stock—\$1 par value
6½% Debentures Due January 1, 2028

Name of Each Exchange on Which Registered
New York Stock Exchange
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.
Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

As of June 30, 2005, the aggregate market value of the voting stock held by non-affiliates of the registrant was \$35,239,758,613.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

\$1 Par Value Common Stock 776,361,447 shares as of March 1, 2006

DOCUMENTS INCORPORATED BY REFERENCE

Portions of Annual Report to Shareholders for the Year Ended December 31, 2005	PART I, PART II, and PART IV
Portions of Definitive Proxy Statement for Annual Meeting of Stockholders on April 26, 2006	PART III

Available on the Web at www.anheuser-busch.com

Item 8. Financial Statements and Supplementary Data

Included as Exhibit 99 to this Form 10-K/A are the consolidated financial statements and related footnotes (collectively, “the financial statements”) of the company’s non-controlled affiliate, Grupo Modelo S.A. de C.V. Anheuser-Busch is required to include the Modelo financial statements in Form 10-K/A due to Modelo meeting in 2005 certain tests of significance under SEC Rule S-X 3-09.

The financial statements are prepared by Grupo Modelo in accordance with Mexican generally accepted accounting principles (GAAP). The management of Grupo Modelo is solely responsible for the form and content of the Modelo financial statements. Anheuser-Busch has no responsibility for the form or content of the Modelo financial statements since Anheuser-Busch does not control Modelo and is not involved in the management of Modelo. The accounting and reporting requirements of the SEC and the Sarbanes-Oxley Act of 2002 do not apply to the Modelo financial statements or to Modelo’s system of internal accounting controls and control over financial reporting.

Item 15. Exhibits, Financial Statement Schedules

Item 15 on pages 17 through 19 of the Annual Report on Form 10-K for the fiscal year ended December 31, 2005 is amended by the addition of the following exhibits:

Exhibit Certification of Chief Executive Officer required by
31.5 - Rule 13a-14(a) and 15d-14(a) under the Exchange Act.

Exhibit Certification of Chief Financial Officer required by
31.6 - Rule 13a-14(a) and 15d-14(a) under the Exchange Act.

Exhibit Certification of Chief Executive Officer pursuant to 18
32.5 - U.S.C. Section 1350, as adopted pursuant to Section
906 of the Sarbanes-Oxley Act of 2002.

Exhibit Certification of Chief Financial Officer pursuant to 18
32.6 - U.S.C. Section 1350, as adopted pursuant to Section
906 of the Sarbanes-Oxley Act of 2002.

Exhibit Unaudited Consolidated Financial Statements of Grupo
99 - Modelo, S.A. de C.V. and Subsidiaries.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ANHEUSER-BUSCH COMPANIES, INC.
(Registrant)

By /s/ W. Randolph Baker
W. Randolph Baker
Vice President and Chief Financial
Officer

Date: Jan. 11, 2007

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Principal Executive Officer:

August A. Busch IV
President and Chief Executive Officer

Principal Financial Officer:

W. Randolph Baker
Vice President and Chief Financial Officer

Principal Accounting Officer:

John F. Kelly*
Vice President and Controller

/s/ August A. Busch IV

August A. Busch IV, President and
Chief Executive Officer and Director

/s/ W. Randolph Baker

(W. Randolph Baker, as attorney-in-fact and on his
own behalf as Principal Financial Officer)

Date: Jan. 11, 2007

Directors:

August A. Busch IV
Patrick T. Stokes*
August A. Busch III*
Carlos Fernandez G.*
James J. Forese*
John E. Jacob*

Vilma S. Martinez*
William Porter Payne*
Joyce M. Roché*
Henry Hugh Shelton*
Andrew C. Taylor*
Douglas A. Warner III*

James R. Jones*
Charles F. Knight*
Vernon R. Loucks, Jr.*

Edward E. Whitacre, Jr.

* by power of attorney

EXHIBIT INDEX

Exhibit Certification of Chief Executive Officer required by 31.5 - Rule 13a-14(a) and 15d-14(a) under the Exchange Act.

Exhibit Certification of Chief Financial Officer required by 31.6 - Rule 13a-14(a) and 15d-14(a) under the Exchange Act.

Exhibit Certification of Chief Executive Officer pursuant to 18 32.5 - U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit Certification of Chief Financial Officer pursuant to 18 32.6 - U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibit Unaudited Consolidated Financial Statements of Grupo 99 - Modelo, S.A. de C.V. and Subsidiaries.