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ANHEUSER-BUSCH COMPANIES, INC.

Form S-8 POS

May 03, 2007

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 3, 2007
Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ANHEUSER-BUSCH COMPANIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	43-1162835
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

One Busch Place
St. Louis, Missouri 63118
(Address of principal executive offices)

ANHEUSER-BUSCH COMPANIES, INC.
1998 INCENTIVE STOCK PLAN
(Full title of the plan)

JoBeth G. Brown, Esq. Vice President and Secretary Anheuser-Busch Companies, Inc. One Busch Place St. Louis, Missouri 63118 (Name and address of agent for service)	Copies to: Geetha Rao Sant, Esq. The Stolar Partnership LLP 911 Washington Avenue, 7th Fl St. Louis, Missouri 63101
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EXPLANATORY STATEMENT

Anheuser-Busch Companies, Inc. (the "Registrant") is filing this Post-Effective Amendment No.1 to Registration Statement on Form S-8 to deregister certain securities previously registered by the Registrant pursuant to its Registration Statement on Form S-8 (Registration No. 333-124589), which was originally filed with the Securities and Exchange Commission (the "Commission") on May 3, 2005 (the "2005 Registration Statement") and to carry forward such securities and the associated fees to a new registration statement. A total of 32,000,000 additional shares of the Registrant's Common Stock, par value \$1.00 per share (the "2005 Additional Shares"), were registered for issuance under the Anheuser-Busch Companies, Inc. 1998 Incentive Stock Plan (the "1998 Plan") pursuant to the 2005 Registration Statement.

On April 25, 2007, the shareholders of the Registrant approved the Anheuser-Busch Companies, Inc. 2007 Equity and Incentive Plan (the "2007 Plan"), and no further awards will be made under the 1998 Plan. The shares that remain available for issuance under the 1998 Plan and which are not subject to

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outstanding awards under the 1998 Plan are to be included in the shares available for issuance under the 2007 Plan. As of April 25, 2007, there were 13,916,528 such shares (collectively, the "Carried Forward Shares").

The Registrant has registered the Carried Forward Shares for issuance under the 2007 Plan pursuant to a new Registration Statement on Form S-8 (the "2007 Plan Registration Statement"), which was filed contemporaneously with the filing of this Post-Effective Amendment No.1 to Registration Statement on Form S-8.

Pursuant to Instruction E of Form S-8 and the telephonic interpretation of the Securities and Exchange Commission (the "Commission") set forth in Section G. Securities Act Forms, No. 89 ("Interpretation 89"), of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997, the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement in order (i) to reallocate the Carried Forward Shares from the 1998 Plan to the 2007 Plan and (ii) to carry forward the registration fees paid with respect to the Carried Forward Shares from the 2005 Registration Statement to the 2007 Plan Registration Statement. In addition, the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement in order to deregister the 13,916,528 Carried Forward Shares registered under the 2005 Registration Statement, which shares have been carried forward to the 2007 Plan Registration Statement for issuance under the 2007 Plan. Accordingly, the Registrant hereby withdraws from registration under the 2005 Registration Statement the 13,916,528 Carried Forward Shares that have not been and will not be issued under the 1998 Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on May 3, 2007.

ANHEUSER-BUSCH COMPANIES, INC.

By: /S/ JOBETH G. BROWN
JoBeth G. Brown,
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, post-effective amendment No. 1 to the registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
AUGUST A. BUSCH IV* (August A. Busch IV)	President and Chief Executive Officer and Director (Principal Executive Officer)	May 3, 2007
W. RANDOLPH BAKER*	Vice President and	May 3, 2007

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(W. Randolph Baker)	Chief Financial Officer (Principal Financial Officer)	
JOHN F. KELLY* (John F. Kelly)	Vice President and Controller (Principal Accounting Officer)	May 3, 2007
AUGUST A. BUSCH III* (August A. Busch III)	Director	May 3, 2007
CARLOS FERNANDEZ G.* (Carlos Fernandez G.)	Director	May 3, 2007
JAMES J. FORESE* (James J. Forese)	Director	May 3, 2007
JOHN E. JACOB* (John E. Jacob)	Director	May 3, 2007
JAMES R. JONES* (James R. Jones)	Director	May 3, 2007
CHARLES F. KNIGHT* (Charles F. Knight)	Director	May 3, 2007
VERNON R. LOUCKS, JR.* (Vernon R. Loucks, Jr.)	Director	May 3, 2007
VILMA S. MARTINEZ* (Vilma S. Martinez)	Director	May 3, 2007
WILLIAM PORTER PAYNE* (William Porter Payne)	Director	May 3, 2007
JOYCE M. ROCHE'* (Joyce M. Roche')	Director	May 3, 2007
HENRY HUGH SHELTON* (Henry Hugh Shelton)	Director	May 3, 2007
PATRICK T. STOKES* (Patrick T. Stokes)	Director	May 3, 2007
ANDREW C. TAYLOR* (Andrew C. Taylor)	Director	May 3, 2007
_____ (Douglas A. Warner III)	Director	May 3, 2007
EDWARD E/ WHITACRE, JR.* (Edward E. Whitacre, Jr.)	Director	May 3, 2007

* By: /S/ JOBETH G. BROWN
JoBeth G. Brown
Attorney-in-Fact

EXHIBIT INDEX

Exhibit 24.1

Power of Attorney executed by certain directors and officers of the Registrant.