

ANHEUSER-BUSCH COMPANIES, INC.

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 *
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)
**GIRLS INCORPORATED, 120
WALL STREET**

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

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

(Street)
NEW YORK, NY 10005

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

(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		2,049 (1)	\$ 70 0	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
required to respond unless the form
displays a currently valid OMB control
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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. Pr Deri Secu (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 35.6094	11/18/2008	11/18/2008	D		4,000		<u>(2)</u>	<u>(2)</u>	Common Stock	4,000	34.
Stock Options	\$ 35.2032	11/18/2008	11/18/2008	D		4,000		<u>(2)</u>	<u>(2)</u>	Common Stock	4,000	34.
Stock Options	\$ 40.17	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 2
Stock Options	\$ 53.515	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 1
Stock Options	\$ 49.59	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 2
Stock Options	\$ 51.2	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 1
Stock Options	\$ 47.32	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 2
Stock Options	\$ 44.85	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 2
Stock Options	\$ 49.435	11/18/2008	11/18/2008	D		5,000		<u>(2)</u>	<u>(2)</u>	Common Stock	5,000	\$ 2
Phantom Stock Units	<u>(3)</u>	11/17/2008		A <u>(4)</u>		134		<u>(4)</u>	<u>(4)</u>	Common Stock	134	\$
Phantom Stock Units	<u>(3)</u>	11/18/2008	11/18/2008	D		9,048		<u>(5)</u>	<u>(5)</u>	Common Stock	9,048	\$ 7
Deferred Stock Units	<u>(3)</u>	11/18/2008	11/18/2008	D		2,440		<u>(6)</u>	<u>(6)</u>	Common Stock	2,440	\$ 7

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).

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.

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.

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.

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.

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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