

BUSCH AUGUST A III
Form 4
October 29, 2007

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 *
BUSCH AUGUST A III

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)
10/26/2007

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

ONE BUSCH PLACE

(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

ST. LOUIS, MO 63118-1852

(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 or Price | | | |
| Common Stock (\$1 par value) | 10/26/2007 | | M | | \$ 647,362 | A | \$ 37.8907 2,082,181 | D |
| Common Stock (\$1 par value) | 10/26/2007 | | F(1) | | 546,302 | D | \$ 51.995 1,535,879 | D |
| Common Stock (\$1 par value) | 10/26/2007 | | M | | 2,638 | A | \$ 37.8907 1,538,517 | D |
| Common Stock (\$1 par value) | 10/26/2007 | | F(2) | | 2,227 | D | \$ 51.995 1,536,290 | D |

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| | | | | | | | |
|------------------------------------|------------|---|-------|---|----------|-----------|---|
| par value) | | | | | | | |
| Common Stock (\$1 par value) | 10/26/2007 | S | 7,600 | D | \$ 52 | 1,528,690 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 6,100 | D | \$ 51.99 | 1,522,590 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 900 | D | \$ 51.98 | 1,521,690 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 3,500 | D | \$ 51.97 | 1,518,190 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 3,300 | D | \$ 51.96 | 1,514,890 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 3,700 | D | \$ 51.93 | 1,511,190 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 3,800 | D | \$ 51.92 | 1,507,390 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 1,800 | D | \$ 51.91 | 1,505,590 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 3,300 | D | \$ 51.9 | 1,502,290 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 8,400 | D | \$ 51.89 | 1,493,890 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 5,600 | D | \$ 51.87 | 1,488,290 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 4,100 | D | \$ 51.86 | 1,484,190 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 8,000 | D | \$ 51.85 | 1,476,190 | D |
| Common Stock (\$1 par value) | 10/26/2007 | S | 1,900 | D | \$ 51.83 | 1,474,290 | D |

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| | | | | | | | | |
|------------------------------|------------|---|--------|---|----------|------------------------|---|---------------------------------------|
| Common Stock (\$1 par value) | 10/26/2007 | S | 9,500 | D | \$ 51.82 | 1,464,790 | D | |
| Common Stock (\$1 par value) | 10/26/2007 | S | 2,200 | D | \$ 51.81 | 1,462,590 | D | |
| Common Stock (\$1 par value) | 10/26/2007 | S | 12,100 | D | \$ 51.8 | 1,450,490 | D | |
| Common Stock (\$1 par value) | 10/26/2007 | S | 4,600 | D | \$ 51.79 | 1,455,890 | D | |
| Common Stock (\$1 par value) | 10/26/2007 | S | 5,600 | D | \$ 51.78 | 1,440,290 | D | |
| Common Stock (\$1 par value) | | | | | | 49,958 ⁽³⁾ | I | By Spouse |
| Common Stock (\$1 par value) | | | | | | 1,538,208 | I | Beneficiary of 12/11/39 A.E. Busch TR |
| Common Stock (\$1 par value) | | | | | | 509,856 | I | Beneficiary of 2/14/39 A.E. Busch TR |
| Common Stock (\$1 par value) | | | | | | 529,916 ⁽³⁾ | I | CoTstee of E.O. Busch TR 11/23/55 |
| Common Stock (\$1 par value) | | | | | | 529,920 | I | CoTstee/Benef E.O. Busch TR 11/23/55 |
| Common Stock (\$1 par value) | | | | | | 34,940 ⁽³⁾ | I | Spouse as co-trustee for daughter |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--|------------------------------|------------------|------------|--|------|---|---------|-----|------------------|-----------------|--------------|----------------------|
| Employee Stock Option (Right to Buy) - NQ | \$ 37.8907 | 10/26/2007 | | | M | | 647,362 | | (4) | 11/23/2009 | Common Stock | 647,362 |
| Employee Stock Option (Right to Buy) - ISO | \$ 37.8907 | 10/26/2007 | | | M | | 2,638 | | (5) | 11/23/2009 | Common Stock | 2,638 |
| Phantom Stock Units | (6) | | | | | | | | (7) | (7) | Common Stock | (7) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BUSCH AUGUST A III ONE BUSCH PLACE ST. LOUIS, MO 63118-1852 | | X | | |

Signatures

August A. Busch III 10/29/2007

**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) Includes 74,545 shares withheld to pay taxes.
- (2) Includes 304 shares withheld to pay taxes.
- (3) Beneficial ownership of these shares is disclaimed.
- (4) Options became exercisable in three equal annual installments beginning on November 24, 2000.
- (5) Options vested as follows: 880 on 11/24/2000; 879 on 11/24/2001; 879 on 11/24/2002.
- (6) Each phantom share represents the value of one actual share of Common Stock.
- (7)

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Represents reporting person's interest in phantom shares of Anheuser-Busch Companies, Inc. resulting from participation in the Anheuser-Busch 401(k) Restoration Plan. Phantom shares have no exercise feature nor any expiration date.

(8) Based on the latest plan statement as of September 30, 2007.

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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