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ANHEUSER-BUSCH COMPANIES, INC.

Form S-8 POS

April 23, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 23, 2008
Registration Statement No. 333-105363

UNITED STATES
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 (IRS Employer
of incorporation or organization) Identification No.)

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

ANHEUSER-BUSCH COMPANIES, INC.
STOCK PLAN FOR NON-EMPLOYEE DIRECTORS
(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 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|

(314) 577-3314
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer
Non-Accelerated Filer Smaller reporting company
(Do not check if a smaller reporting company)

EXPLANATORY STATEMENT

Anheuser-Busch Companies, Inc. (the "Registrant") is filing this

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Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to deregister certain securities previously registered for issuance under the Anheuser-Busch Companies, Inc. Stock Plan for Non-Employee Directors (the "1999 Plan") by the

Registrant pursuant to its Registration Statement on Form S-8 (Registration No. 333-105363), which was filed with the Securities and Exchange Commission (the "Commission") on May 19, 2003 (the "2003 Registration Statement"). On April 23, 2008, the shareholders of the Registrant approved the Anheuser-Busch Companies, Inc. 2008 Long-Term Equity Incentive Plan for Non-Employee Directors (the "2008 Plan"), and, in connection therewith, no further awards will be made under the 1999 Plan. Accordingly, the Registrant hereby withdraws from registration under the 2003 Registration Statement the 24,000 shares of the Registrant's common stock that have not been and will not be issued under the 1999 Plan, but which will instead be available for issuance under the 2008 Plan. A registration statement on Form S-8 with respect to the 2008 Plan is being filed with the Commission concurrently with this Post-Effective Amendment No. 1.

The 2003 Registration Statement shall remain in effect for purposes of shares to be issued pursuant to outstanding stock options granted under the 1999 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 April 23, 2008.

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, this 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) | April 23, 2008 |
| W. RANDOLPH BAKER* (W. Randolph Baker) | Vice President and Chief Financial | April 23, 2008 |

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| | | |
|-------------------------------------------------------|-----------------------------------------------------------------------|----------------|
| | Officer (Principal Financial Officer) | |
| JOHN F. KELLY* (John F. Kelly) | Vice President and Controller (Principal Accounting Officer) | April 23, 2008 |
| AUGUST A. BUSCH III* (August A. Busch III) | Director | April 23, 2008 |
| CARLOS FERNANDEZ G.* (Carlos Fernandez G.) | Director | April 23, 2008 |
| JAMES J. FORESE* (James J. Forese) | Director | April 23, 2008 |
| JAMES R. JONES* (James R. Jones) | Director | April 23, 2008 |
| VERNON R. LOUCKS, JR.* (Vernon R. Loucks, Jr.) | Director | April 23, 2008 |
| VILMA S. MARTINEZ* (Vilma S. Martinez) | Director | April 23, 2008 |
| _____ (William Porter Payne) | Director | April 23, 2008 |
| JOYCE M. ROCHE'* (Joyce M. Roche') | Director | April 23, 2008 |
| HENRY HUGH SHELTON* (Henry Hugh Shelton) | Director | April 23, 2008 |
| PATRICK T. STOKES* (Patrick T. Stokes) | Director | April 23, 2008 |
| _____ (Andrew C. Taylor) | Director | April 23, 2008 |
| _____ (Douglas A. Warner III) | Director | April 23, 2008 |
| EDWARD E/ WHITACRE, JR.* (Edward E. Whitacre, Jr.) | Director | April 23, 2008 |

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

EXHIBIT INDEX

Exhibit 24.1

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