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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. 333-144485

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.  
2006 RESTRICTED STOCK PLAN FOR NON-EMPLOYEE DIRECTORS  
(Full title of the plan)

JoBeth G. Brown, Esq.	Copies to:
Vice President and Secretary	Geetha Rao Sant, Esq.
Anheuser-Busch Companies, Inc.	The Stolar Partnership LLP
One Busch Place	911 Washington Avenue, 7th Fl
St. Louis, Missouri 63118	St. Louis, Missouri 63101

(Name and address of agent for service)

(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 Post-Effective Amendment No. 1 to Registration Statement on Form S-8 to

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deregister certain securities previously registered for issuance under the Anheuser-Busch Companies, Inc. 2006 Restricted Stock Plan for Non-Employee Directors (the "2006

Plan") by the Registrant pursuant to its Registration Statement on Form S-8 (Registration No. 333-144485), which was filed with the Securities and Exchange Commission (the "Commission") on July 11, 2007 (the "2007 Registration Statement") relating to shares previously issued or to be issued under the 2006 Plan and under the Anheuser-Busch Companies, Inc. Non-Employee Director Elective Stock Acquisition Plan (the "Elective Stock Plan"). 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 2006 Plan. Accordingly, the Registrant hereby withdraws from registration under the 2007 Registration Statement the 86,500 shares of the Registrant's common stock that have not been and will not be issued under the 2006 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 2007 Registration Statement, including the reoffer prospectus included in the 2007 Registration Statement, shall remain in effect for purposes of shares previously issued under the 2006 Plan and the Elective Stock Plan and shares to be issued under the Elective Stock 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

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

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Exhibit 24.1

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