McGee Henry Wadsworth III Form 4 February 02, 2011

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Expires:

3235-0287 Number:

**OMB APPROVAL** 

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

Common

Stock

02/01/2011

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * McGee Henry Wadsworth III			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERISOURCEBERGEN CORP			5. Relationship of Reporting Person(s) to Issuer			
			[ABC]			(Check all applicable)			
(Last)	(First) (M	,	3. Date of Earliest Transaction			_X_ Director		% Owner	
1300 MORRIS DRIVE			(Month/Day/Year) 02/01/2011			Officer (give below)	below)	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
Filed(Mon				onth/Day/Year)			Applicable Line)		
CHESTERBROOK, PA 19087						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip)	Table I - Non-	Derivative	Securi	ities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Secu	rities		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Da	ate, if Transac	tionAcquire	d (A) o	or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Dispose	,	1	Beneficially	(D) or	Beneficial
		(Month/Day/	Year) (Instr. 8	) (Instr. 3	, 4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported Transaction(s)		
					or		(Instr. 3 and 4)		
			Code	V Amoun	t (D)	Price	(mour. 5 und 1)		

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

A

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

21,494

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	•		Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 0					08/08/1998	08/08/1998	Common Stock	0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·F. · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
McGee Henry Wadsworth III	••						
1300 MORRIS DRIVE	X						
CHESTERBROOK, PA 19087							

## **Signatures**

John G. Chou for Henry W. 02/02/2011 McGee

\*\*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) Quarterly grant of restricted stock received in lieu of retainer for no consideration and vests 100% on the third anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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