

ANHEUSER-BUSCH COMPANIES, INC.

Form S-8 POS

November 26, 2008

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 26, 2008
Registration Statement No. 333-124589

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2 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
(State or Other Jurisdiction
of Incorporation or Organization)

43-1162835
(IRS Employer
Identification No.)

**One Busch Place
St. Louis, Missouri 63118**
(Address of Principal Executive Offices)
Anheuser-Busch Companies, Inc. 1998 Incentive Stock Plan
(Full Title of the Plan)

JoBeth G. Brown
Vice President and Corporate Secretary
Anheuser-Busch Companies, Inc.
One Busch Place
St. Louis, Missouri 63118
(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. (Check one):

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

EXPLANATORY NOTE: DEREGISTRATION OF SECURITIES

On November 18, 2008, Anheuser-Busch Companies, Inc. (the Company) completed the previously announced transaction with InBev N.V./S.A. (InBev). All shares of the common stock of the Company are now held by a subsidiary of InBev. As a consequence, the Company has terminated all offerings of its securities under its existing registration statements, including this Registration Statement. This amendment is filed to deregister and remove all shares of common stock registered under this Registration Statement that remain unsold and untransferred.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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

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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 of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on November 25, 2008.

ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ JoBeth G. Brown

JoBeth G. Brown

Vice President and Corporate Secretary

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Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 2 to this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

	Title	Date
/s/ DAVID PEACOCK *	President and Director	November 25, 2008
David Peacock	(Principal Executive Officer)	
/s/ DAVID ALMEIDA *	Vice President, Finance	November 25, 2008
David Almeida	(Principal Financial Officer)	
/s/ JOHN F. KELLY *	Vice President and	November 25, 2008
John F. Kelly	Controller	
	(Principal Accounting Officer)	
/s/ GARY RUTLEDGE *	Director	November 25, 2008
Gary Rutledge		

*By: /s/ Thomas Larson

Thomas Larson
Attorney-in-Fact

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