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outstanding awards under the 1998 Plan are to be included in the shares available for issuance under the 2007 Plan. As of April 25, 2007, there were 13,916,528 such shares (collectively, the "Carried Forward Shares").

The Registrant has registered the Carried Forward Shares for issuance under the 2007 Plan pursuant to a new Registration Statement on Form S-8 (the "2007 Plan Registration Statement"), which was filed contemporaneously with the filing of this Post-Effective Amendment No.1 to Registration Statement on Form S-8.

Pursuant to Instruction E of Form S-8 and the telephonic interpretation of the Securities and Exchange Commission (the "Commission") set forth in Section G. Securities Act Forms, No. 89 ("Interpretation 89"), of the Division of Corporation Finance's Manual of Publicly Available Telephone Interpretations dated July 1997, the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement in order (i) to reallocate the Carried Forward Shares from the 1998 Plan to the 2007 Plan and (ii) to carry forward the registration fees paid with respect to the Carried Forward Shares from the 2005 Registration Statement to the 2007 Plan Registration Statement. In addition, the Registrant is filing this Post-Effective Amendment No. 1 to the 2005 Registration Statement in order to deregister the 13,916,528 Carried Forward Shares registered under the 2005 Registration Statement, which shares have been carried forward to the 2007 Plan Registration Statement for issuance under the 2007 Plan. Accordingly, the Registrant hereby withdraws from registration under the 2005 Registration Statement the 13,916,528 Carried Forward Shares that have not been and will not be issued under the 1998 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 May 3, 2007.

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, 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)	May 3, 2007
W. RANDOLPH BAKER*	Vice President and	May 3, 2007

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(W. Randolph Baker)	Chief Financial Officer (Principal Financial Officer)	
JOHN F. KELLY* (John F. Kelly)	Vice President and Controller (Principal Accounting Officer)	May 3, 2007
AUGUST A. BUSCH III* (August A. Busch III)	Director	May 3, 2007
CARLOS FERNANDEZ G.* (Carlos Fernandez G.)	Director	May 3, 2007
JAMES J. FORESE* (James J. Forese)	Director	May 3, 2007
JOHN E. JACOB* (John E. Jacob)	Director	May 3, 2007
JAMES R. JONES* (James R. Jones)	Director	May 3, 2007
CHARLES F. KNIGHT* (Charles F. Knight)	Director	May 3, 2007
VERNON R. LOUCKS, JR.* (Vernon R. Loucks, Jr.)	Director	May 3, 2007
VILMA S. MARTINEZ* (Vilma S. Martinez)	Director	May 3, 2007
WILLIAM PORTER PAYNE* (William Porter Payne)	Director	May 3, 2007
JOYCE M. ROCHE'* (Joyce M. Roche')	Director	May 3, 2007
HENRY HUGH SHELTON* (Henry Hugh Shelton)	Director	May 3, 2007
PATRICK T. STOKES* (Patrick T. Stokes)	Director	May 3, 2007
ANDREW C. TAYLOR* (Andrew C. Taylor)	Director	May 3, 2007
<hr/>	Director	May 3, 2007
(Douglas A. Warner III)		
EDWARD E/ WHITACRE, JR.* (Edward E. Whitacre, Jr.)	Director	May 3, 2007

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

EXHIBIT INDEX

Exhibit 24.1

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