



DIVISION OF CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

DC
310569



02011017

NO ACTION
P.E. 12-3-01
1-07823
December 31, 2001

Thomas Larson
Associate General Counsel
Anheuser-Busch Companies
Legal Department
One Busch Place
St. Louis, Missouri 63118-1852

Act 1934
Section 14A-8
Rule 12/31/2001
Public Availability 12/31/2001

Re: Anheuser-Busch Companies

Dear Mr. Larson:

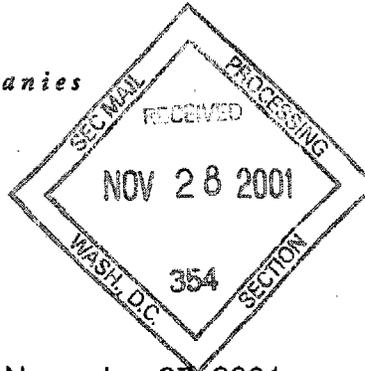
This is in regard to your letter dated December 3, 2001 concerning the shareholder proposal submitted by Bartlett Naylor for inclusion in Anheuser-Busch's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the proponent has withdrawn the proposal, and that Anheuser-Busch therefore withdraws its November 27, 2001 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Sincerely,

Keir Devon Gunab
Special Counsel

cc: Bartlett Naylor
1255 N. Buchanan
Arlington, VA 22205

PROCESSED
JAN 29 2002
THOMSON
FINANCIAL



Legal Department
One Busch Place
St. Louis, Missouri
63118-1852
Telecopier: (314) 577-0776

Direct Dial (314) 577-3298
thomas.larson@anheuser-busch.com

November 27, 2001

VIA FEDERAL EXPRESS

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Anheuser-Busch Companies, Inc.
(File number 1-7823)
Shareholder Proposal of Bartlett Naylor

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, Anheuser-Busch Companies, Inc. (the "Company") hereby notifies the Securities and Exchange Commission of its intention to omit from the Company's proxy materials for its 2002 annual meeting of shareholders a proposal (the "Proposal") submitted by Bartlett Naylor (the "Proponent").

The Company requests the concurrence of the staff of the Division of Corporation Finance that it will not recommend any enforcement action if the Company omits the Proposal on the grounds that the Company did not receive the Proposal by the deadline established by Rule 14a-8(e).

Rule 14a-8(f) provides that the Company may omit a proposal from its proxy materials if the Proponent has not complied with the requirements of rule 14a-8. Rule 14a-8(e) states that the Company must receive a proposal at its principal executive offices not less than 120 calendar days before the date of the Company's proxy statement released to shareholders in connection with the previous year's annual meeting.

01 NOV 29 AM 9:47

The Company's 2001 proxy statement was mailed on or about March 13, 2001 (as indicated on page 2 of the proxy statement, a copy of which is attached). In order for the Proponent to satisfy the requirements of Rule 14a-8(e), the Company would have had to have received the Proposal at its principal executive offices no later than November 13, 2001 (as indicated on page 22 of the Company's 2001 proxy statement, a copy of which is attached). The Proposal was sent by e-mail on November 16, 2001, (as indicated by the date header of the e-mail). Accordingly, the Proponent's submission of the Proposal was untimely, and the Company is not required to include the Proposal in its proxy statement.

By copy of this letter, the Company is notifying the Proponent of its intention to omit the Proposal from its proxy statement.

Enclosed are six copies of the e-mail correspondence received by the Company from the Proponent and six copies of this letter, including attachments.

Please contact me at (314) 577-3298 if you have any questions or require further information.

Very truly yours,



Thomas Larson
Associate General Counsel

cc: Bartlett Naylor

ANHEUSER-BUSCH COMPANIES, INC.
PROXY STATEMENT
FOR 2001 ANNUAL MEETING OF SHAREHOLDERS

Questions and Answers About the Annual Meeting and Voting

Q: Why did I receive this Proxy Statement?

A: Because you are a shareholder of Anheuser-Busch Companies, Inc. (the "Company") as of the record date and are entitled to vote at the 2001 Annual Meeting of Shareholders (the "Annual Meeting" or the "Meeting"), the Board of Directors is soliciting your proxy to vote at the Meeting.

Y V This Proxy Statement summarizes the information you need to know to vote at the Annual Meeting. This Proxy Statement and form of proxy were first mailed to shareholders on or about March 13, 2001.

Q: What am I voting on?

A: You are voting on ten items:

1. Election of five Group I directors for a term of three years:
August A. Busch III
Carlos Fernandez G.
James R. Jones
Andrew C. Taylor
Douglas A. Warner III
 2. Ratification of the 1998 Incentive Stock Plan.
 3. Approval of an amendment to the 1998 Incentive Stock Plan.
 4. Approval of the appointment of PricewaterhouseCoopers LLP as independent accountants for 2001.
 5. Shareholder proposal concerning the exercise price for stock options.
 6. Shareholder proposal concerning the Shareholder Rights Plan.
 7. Shareholder proposal concerning the composition of the Board.
 8. Shareholder proposal concerning the Chairman of the Board.
 9. Shareholder proposal concerning the nomination of directors.
 10. Shareholder proposal concerning genetically modified ingredients.
-

Q: What are the voting recommendations of the Board of Directors?

A: The Board recommends the following votes:

1. FOR each of the directors.
 2. FOR ratification of the 1998 Incentive Stock Plan.
 3. FOR approval of the amendment to the 1998 Incentive Stock Plan.
 4. FOR approval of the appointment of PricewaterhouseCoopers LLP as independent accountants for 2001.
 5. AGAINST the shareholder proposal concerning the exercise price for stock options.
 6. AGAINST the shareholder proposal concerning the Shareholder Rights Plan.
 7. AGAINST the shareholder proposal concerning the composition of the Board.
 8. AGAINST the shareholder proposal concerning the Chairman of the Board.
 9. AGAINST the shareholder proposal concerning the nomination of directors.
 10. AGAINST the shareholder proposal concerning genetically modified ingredients.
-

**ANHEUSER-BUSCH COMPANIES, INC.
PROXY STATEMENT
FOR 2001 ANNUAL MEETING OF SHAREHOLDERS**

Some of the Company's other beers, sold primarily in North America, are brewed using corn purchased from the U.S. corn commodity market, which does not generally separate biotech from non-biotech corn. The DNA and protein are the only components of biotech corn that are genetically modified, and during the brewing process the corn DNA and protein (whether biotech or traditional) are substantially removed or destroyed.

The United States Department of Agriculture, the Food and Drug Administration ("FDA") and the Environmental Protection Agency have each determined that approved biotech crops, such as corn, are as safe for consumption as traditional crops because they are substantially the same. The Company's products and labeling comply with all requirements established by the food and beverage-safety authorities.

The FDA has determined that no special labeling is required for foods that are substantially equivalent to their traditional counterparts. Additionally, the Company believes voluntary labeling of our products would be inaccurate and not scientifically sound for two reasons. First, since the United States corn supply is generally not segregated between biotech and non-biotech corn, it would be difficult, if not impossible, for the Company to know whether or to what degree the corn it uses has been enhanced through biotechnology. Second, any corn DNA and protein that may have been genetically modified are substantially removed or destroyed by the brewing process. Forcing us to label our products as possibly having a "biotech ingredient" would be inaccurate.

Over our history of 125 years, our Company has been known for its commitment to providing the highest quality beers. As part of this dedication, the Company has strict standards for ingredients. The Company always has and always will sell only products that meet our high quality and safety standards.

For these reasons, the Board of Directors recommends a vote AGAINST item 10.

SHAREHOLDER PROPOSALS FOR 2002

For inclusion in the Company's Proxy Statement and form of proxy, any shareholder proposals intended to be presented at the 2002 Annual Meeting must be received by the Company at its principal executive offices no later than November 13, 2001.

Shareholders of record who do not submit proposals for inclusion in the Proxy Statement but who intend to submit a proposal at the 2002 Annual Meeting, and shareholders of record who intend to submit nominations for directors at the meeting, must provide written notice. Such notice should be addressed to the Vice President and Secretary and received at the Company's principal executive offices not earlier than December 26, 2001 and not later than January 25, 2002. The written notice must satisfy certain requirements specified in the Company's By-Laws. A copy of the By-Laws will be sent to any shareholder upon written request to the Vice President and Secretary.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee's responsibilities are set forth in the Audit Committee Charter, attached as Appendix B to this Proxy Statement. The Audit Committee assists the full Board of Directors in fulfilling its oversight responsibilities. Management of the Company prepares financial statements and establishes the system of internal control.

In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements with management, including a discussion of the acceptability as well as the appropriateness, of significant accounting principles. The Audit Committee also reviewed with management the reasonableness of significant estimates and judgments made in preparing the financial statements as well as the clarity of the disclosures in the financial statements.

The Audit Committee reviewed with the independent accountants, PricewaterhouseCoopers, their judgments as to the acceptability as well as the appropriateness of the Company's application of accounting principles. PricewaterhouseCoopers has the responsibility for expressing an opinion on the conformity of the

Brown, JoBeth

From: Bartnaylor@aol.com
Sent: Friday, November 16, 2001 8:22 AM
To: undisclosed-recipients
Subject: shareholder resolution

For Corporate Secretary
Please confirm receipt by return email

November, 2001
Corporate Secretary
Dear Secretary

Enclosed, please find a shareholder resolution that I hereby submit under the SEC's Rule 14a(8). I have owned the requisite value for the requisite time period; will provide evidence of said ownership upon request as provided in the federal rule (from a record holder); intend to continue ownership of the requisite value through the forthcoming annual meeting; and stand prepared to present the resolution at the forthcoming shareholder meeting directly or through a designated agent. Please contact me by mail (1255 N. Buchanan, Arlington, Va. 22205) or email (bartnaylor@aol.com).

Your consideration is appreciated.

Sincerely,

Bartlett Naylor

Resolved: The shareholders urge our board of directors to take the necessary steps to nominate at least two candidates for each open board position, and that the names, biographical sketches, SEC-required declarations and photographs of such candidates shall appear in the company's proxy materials (or other required disclosures) to the same extent that such information is required by law and is our company's current practice with the single candidates it now proposes for each position.

Supporting statement:

Although our company's board appreciates the importance of qualified people overseeing management, I believe that the process for electing directors can be improved.

Our company currently nominates for election only one candidate for each board seat, thus leaving shareholders no practical choice in most director elections. Shareholders who oppose a candidate have no easy way to do so unless they are willing to undertake the considerable expense of running an independent candidate for the board. The only other way to register dissent about a given candidate is to withhold support for that nominee, but that process rarely affects the outcome of director elections. I believe the current system thus provides no readily effective way for shareholders to oppose a candidate who has failed to attend board meetings; or serves on so many boards as to be unable to supervise our company management diligently;

or who serves as a consultant to the company that could compromise independence; or poses other problems.

As a result, while directors legally serve as the shareholder agent in overseeing management, the election of directors at the annual meeting is largely perfunctory.

Our company should offer a rational choice when shareholders elect directors.

Would such a process lead to board discontinuity? Perhaps, but only with shareholder approval. Presumably an incumbent would be defeated only because shareholders considered the alternative a superior choice. Would such a procedure discourage some candidates? Surely our board should not be made of those intolerant of competition. Would such a procedure be "awkward" for management when it recruits candidates? Presumably this would add rigor, which I believe is justified by the responsibility of board directors.

(Management could print a nominee's name advanced by an independent shareholder to limit any embarrassment.). The point is to remove the "final" decision on who serves as a board director from the hands of management, and place it firmly in those of shareholders.

I urge you to vote FOR this proposal.



Legal Department
One Busch Place
St. Louis, Missouri
63118-1852
Telecopier: (314) 577-0776

Direct Dial (314) 577-3298
thomas.larson@anheuser-busch.com

December 3, 2001

VIA FEDERAL EXPRESS

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Anheuser-Busch Companies, Inc. (File number 1-7823)
Shareholder Proposal of Bartlett Naylor

Ladies and Gentlemen:

By letter dated November 27, 2001, Anheuser-Busch Companies, Inc. (the "Company") notified the Securities and Exchange Commission ("SEC") of its intention to omit from the Company's proxy materials for its 2002 annual meeting of shareholders a proposal submitted by Bartlett Naylor by e-mail and requested no-action relief. A copy of the letter to the SEC is attached.

Mr. Naylor has determined to withdraw his proposal; a copy of his e-mail doing so is attached.

Accordingly, the Company hereby withdraws the notification and request for no-action relief previously submitted by it to the SEC.

Please contact me at (314) 577-3298 if you have any questions or require further information.

Very truly yours,

A handwritten signature in cursive script that reads "Thomas Larson".

Thomas Larson
Associate General Counsel

TDL:dlk
enclosure

cc: Bartlett Naylor

REC'D - FIN. SEC.
DEC 4 PM 1:52

Larson, Thomas (Legal)

From: Bartnaylor@aol.com
Sent: Monday, December 03, 2001 1:25 PM
To: thomas.larson@anheuser-busch.com
Subject: withdraw

In light of my faillure to meet the deadline, I hereby withdraw my proposal. Please so notify the SEC so that they needn't give you the unnecessary "no-action" relief. Many thanks.

COPY



*Legal Department
One Busch Place
St. Louis, Missouri
63118-1852
Telecopier: (314) 577-0776*

*Direct Dial (314) 577-3298
thomas.larson@anheuser-busch.com*

November 27, 2001

VIA FEDERAL EXPRESS

U.S. Securities and Exchange Commission
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Office of Chief Counsel
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Washington, D.C. 20549

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The Company requests the concurrence of the staff of the Division of Corporation Finance that it will not recommend any enforcement action if the Company omits the Proposal on the grounds that the Company did not receive the Proposal by the deadline established by Rule 14a-8(e).

Rule 14a-8(f) provides that the Company may omit a proposal from its proxy materials if the Proponent has not complied with the requirements of rule 14a-8. Rule 14a-8(e) states that the Company must receive a proposal at its principal executive offices not less than 120 calendar days before the date of the Company's proxy statement released to shareholders in connection with the previous year's annual meeting.

Office of Chief Counsel
November 27, 2001
Page 2

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By copy of this letter, the Company is notifying the Proponent of its intention to omit the Proposal from its proxy statement.

Enclosed are six copies of the e-mail correspondence received by the Company from the Proponent and six copies of this letter, including attachments.

Please contact me at (314) 577-3298 if you have any questions or require further information.

Very truly yours,



Thomas Larson
Associate General Counsel

cc: Bartlett Naylor

ANHEUSER-BUSCH COMPANIES, INC.
PROXY STATEMENT
FOR 2001 ANNUAL MEETING OF SHAREHOLDERS

Questions and Answers About the Annual Meeting and Voting

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A: The Board recommends the following votes:

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ANHEUSER-BUSCH COMPANIES, INC.
PROXY STATEMENT
FOR 2001 ANNUAL MEETING OF SHAREHOLDERS

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Over our history of 125 years, our Company has been known for its commitment to providing the highest quality beers. As part of this dedication, the Company has strict standards for ingredients. The Company always has and always will sell only products that meet our high quality and safety standards.

For these reasons, the Board of Directors recommends a vote AGAINST item 10.

SHAREHOLDER PROPOSALS FOR 2002

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The Audit Committee reviewed with the independent accountants, PricewaterhouseCoopers, their judgments as to the acceptability as well as the appropriateness of the Company's application of accounting principles. PricewaterhouseCoopers has the responsibility for expressing an opinion on the conformity of the

Brown, JoBeth

From: Bartnaylor@aol.com
Sent: Friday, November 16, 2001 8:22 AM
To: undisclosed-recipients
Subject: shareholder resolution

For Corporate Secretary
Please confirm receipt by return email

November, 2001
Corporate Secretary
Dear Secretary

Enclosed, please find a shareholder resolution that I hereby submit under the SEC's Rule 14a(8). I have owned the requisite value for the requisite time period; will provide evidence of said ownership upon request as provided in the federal rule (from a record holder); intend to continue ownership of the requisite value through the forthcoming annual meeting; and stand prepared to present the resolution at the forthcoming shareholder meeting directly or through a designated agent. Please contact me by mail (1255 N. Buchanan, Arlington, Va. 22205) or email (bartnaylor@aol.com).

Your consideration is appreciated.

Sincerely,

Bartlett Naylor

Resolved: The shareholders urge our board of directors to take the necessary steps to nominate at least two candidates for each open board position, and that the names, biographical sketches, SEC-required declarations and photographs of such candidates shall appear in the company's proxy materials (or other required disclosures) to the same extent that such information is required by law and is our company's current practice with the single candidates it now proposes for each position.

Supporting statement:

Although our company's board appreciates the importance of qualified people overseeing management, I believe that the process for electing directors can be improved.

Our company currently nominates for election only one candidate for each board seat, thus leaving shareholders no practical choice in most director elections. Shareholders who oppose a candidate have no easy way to do so unless they are willing to undertake the considerable expense of running an independent candidate for the board. The only other way to register dissent about a given candidate is to withhold support for that nominee, but that process rarely affects the outcome of director elections. I believe the current system thus provides no readily effective way for shareholders to oppose a candidate who has failed to attend board meetings; or serves on so many boards as to be unable to supervise our company management diligently;

or who serves as a consultant to the company that could compromise independence; or poses other problems.

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Our company should offer a rational choice when shareholders elect directors.

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(Management could print a nominee's name advanced by an independent shareholder to limit any embarrassment.). The point is to remove the "final" decision on who serves as a board director from the hands of management, and place it firmly in those of shareholders.

I urge you to vote FOR this proposal.