ROCHE JOYCE M Form 4 February 04, 2003

### FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

**OMB APPROVAL** 

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> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address  Roche', Joyce M.				and Ticker ch Compar	Per	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (Fir	of	of Reporting Person, if an entity (voluntary)					tement for h/Day/Year / <b>2003</b>	109	X Director 10% OwnerOfficer (give title below) Other (specify below)  7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(St New York, NY 10005							Amendment, of Original th/Day/Year)	(Ch <b>X</b> F Per _ F					
(City) (S	tate) (Zip)		Table	e I	Non-Der	ivative	Secur	rities Acquired, D	isposed	oosed of, or Beneficially Owned			
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		4. Securities A (A) or Dispose (Instr. 3, 4 & 5		uired of (D)	5. Amount of	_	6. Owner- ship Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership		
	Day/ Year)	(Month/Day/ Year)	Code	V	Amount	(A) or (D)		ing Reported Transactions(s) (Instr. 3 & 4)		(I) (Instr. 4)	(Instr. 4)		
Common Stock (\$1 par value)									1,256	$\mathbf{D}^{(1)}$			

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

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#### **FORM 4 (continued)** Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(a g nuts calls warrants antions convertible securities)

(e.g., puts, cans, warrants, options, convertible securities)												
1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature	
Derivative	sion or	action Date	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect	
Security	Exercise		Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial	
	Price of	(Month/	Date,	Code	Derivati	(Me∕Ionth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership	
(Instr. 3)	Derivative	Day/	if any		Securiti	¥ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)	
	Security	Year)	(Month/	(Instr.	Acquire	d			Following	ative		
			Day/	8)	(A) or				Reported	Security:		
			Year)		Dispose	<b>d</b>			Transaction(s)	Direct		

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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				(Iı	(D) nstr. 4 &						(D) or Indirect (I) (Instr. 4)	
			Code '	V (A	(D)	Exer-cisable	Expira- tion Date		Amount or Number of Shares			
Phantom Stock Units	(2)	01/31/2003	A	7	3			Common Stock	73	2,192	<b>D</b> (2)	

Explanation of Responses:

(1) In connection with the Rights Agreement adopted by the Company, Preferred Stock Purchase Rights were distributed to shareholders and are deemed to be attached to the shares of Common Stock of the Company listed on this Form. One-quarter of a Preferred Stock Purchase Right is attached to each share of common stock. If and when the Rights become exercisable, the holder of each Right initially would be entitled to purchase one one-hundredth of a share of Series Junior B Participating Preferred Stock at a purchase price of \$195 (both the number of fractional shares and the purchase price are subject to adjustment).

(2) Represents acquisitions at \$46.85 and balance of phantom stock units under Anheuser-Busch Companies, Inc. Deferred compensation Plan for Non-Employee Directors.

By: /s/ <u>Laura H. Reeves, Attorney-in-Fact</u>
Power of Attorney

\*\*Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).