

**COPY**  
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St. Louis, Missouri  
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*Direct Dial (314) 577-3298  
thomas.larson@anheuser-busch.com*

November 27, 2001

Public Avail. Date: 12/31/01 0122200207  
Act Section Rule  
1934 14(a) 14a-8

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.

Office of Chief Counsel  
November 27, 2001  
Page 2

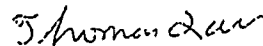
The Company's 2001 proxy statement was mailed on or about March 13, 2001 (as indicated on page 2 of the proxy statement, a copy of which is attached). In order for the Proponent to satisfy the requirements of Rule 14a-8(e), the Company would have had to have received the Proposal at its principal executive 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

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**Brown, JoBeth**

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**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;

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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.

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**ANHEUSER**  **BUSCH**  
Companies

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,



Thomas Larson  
Associate General Counsel

TDL:dlk  
enclosure

cc: Bartlett Naylor

01 DEC -4 PM 14:32  
1901 11/27/01

Larson, Thomas (Legal)

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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.



DIVISION OF  
CORPORATION FINANCE

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



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NOACT  
P.E 12-3-01  
1-7823

December 31, 2001

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

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 Gunabs  
Special Counsel

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

PROCESSED

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THOMSON P  
FINANCIAL

Act 1934  
Section \_\_\_\_\_  
Rule 14a-8  
Public Availability 12/31/01

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