

RAINWATER GARY L
Form 4
November 10, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAINWATER GARY L

(Last) (First) (Middle)

P. O. BOX 66149

(Street)

ST. LOUIS, MO 63166-6149

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMEREN CORP [AEE]

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2004

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Chief Exec. Officer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock, \$.01 Par Value					3,017	I	By 401K
Common Stock, \$.01 Par Value					1,412	I	By ESOP
Common Stock, \$.01 Par Value	11/09/2004		M	25,800 A \$ 39.25	67,888	D	

Edgar Filing: RAINWATER GARY L - Form 4

Common Stock, \$.01 Par Value	11/09/2004	S	25,800	D	\$ 48.9234	42,088	D
Common Stock, \$.01 Par Value	11/09/2004	M	27,900	A	\$ 36.625	69,988	D
Common Stock, \$.01 Par Value	11/09/2004	S	27,900	D	\$ 48.9234	42,088	D
Common Stock, \$.01 Par Value	11/09/2004	M	24,450	A	\$ 31	66,538	D
Common Stock, \$.01 Par Value	11/09/2004	S	11,385	D	\$ 48.9234	55,153	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 39.25	11/09/2004		M	25,800	04/28/2000	04/28/2008	Common Stock, \$.01 Par Value	25,800
Stock Option	\$ 36.625	11/09/2004		M	27,900	02/12/2001	02/12/2009	Common Stock, \$.01 Par	27,900

Stock Option	\$ 31	11/09/2004	M	24,450	02/11/2002	02/11/2010	Value Common Stock, \$.01 Par Value	24,450
--------------	-------	------------	---	--------	------------	------------	---	--------

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAINWATER GARY L P. O. BOX 66149 ST. LOUIS, MO 63166-6149	X		Chairman & Chief Exec. Officer	

Signatures

G. L. Waters, Asst. Secy. for Gary L. Rainwater	11/10/2004
<small>**Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

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

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.