

SULLIVAN STEVEN R
Form 4
January 20, 2011

FORM 4

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

OMB APPROVAL

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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 *
SULLIVAN STEVEN R

(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)
01/18/2011

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)
Sr. VP, Secretary & GC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$.01 Par Value | | | | | 1,255 ⁽¹⁾ | I | By 401(K) |
| Common Stock, \$.01 Par Value | | | | | 20 ⁽²⁾ | I | By ESOP |
| Common Stock, \$.01 Par Value | 01/18/2011 | | F | 2,391 ⁽³⁾ | \$ 28.19 | D | |
| Common Stock, \$.01 | 01/18/2011 | | M | 2,371 | \$ 0 | D | |

Par Value

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

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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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Performance Units | (5) | 01/18/2011 | | M | 4,762 | (5) 12/31/2010 | Common Stock | 4,762 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SULLIVAN STEVEN R P.O. BOX 66149 ST. LOUIS, MO 63166-6149 | | | Sr. VP, Secretary & GC | |

Signatures

G. L. Waters, Asst. Secy. of Ameren Corporation, attorney in fact for Steven R. Sullivan

01/20/2011

**Signature of Reporting Person

Date

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).

(1) Amount includes a total of 204 shares acquired monthly from January through December 2010 at prices ranging from \$24.00 to \$29.60 per share. Amount also has been adjusted from previously overstated amounts of 282 shares reported on filings submitted on 02/18/2010 and 03/02/2010.

(2) Amount includes a total of 1 share acquired during the first through fourth quarters of 2010 through reinvested dividends at prices ranging from \$24.00 to \$28.45 per share.

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- (3) Sold to cover Mr. Sullivan's tax liability for acquiring performance shares that have vested.
- (4) Amount includes a total of 138 shares acquired during the first through fourth quarters of 2010 through reinvested dividends at prices ranging from \$24.00 to \$28.45 per share.
- (5) Each performance unit represents a contingent right to receive one share of Ameren common stock. The performance units vest after a two year holding period.

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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