

RAINWATER GARY L

Form 5

February 10, 2003

FORM 5UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings Reported

☐ Form 4 Transactions Reported

ANNUAL 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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Rainwater, Gary L.			Ameren Corporation AEE			<input type="checkbox"/> Director			
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			10% Owner <input type="checkbox"/>			
P. O. Box 66149						X Officer (give title below) <input type="checkbox"/>			
(Street)			4. Statement for Month/Year			Other (specify below)			
St. Louis, MO 63166-6149			February 10, 2003			President			
(City) (State) (Zip)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)			
						X Form filed by One Reporting Person			
						<input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 Par Value	12/31/02		L	42 ⁽¹⁾	A	41.755	2,790	D	
Common Stock, \$.01 Par Value	Various ⁽²⁾		I	14	A	Various ⁽²⁾	2,778	I	By 401(k)
Common Stock, \$.01 Par Value	12/31/02		I	19 ⁽¹⁾	A	41.755	1,334	I	By ESOP
Common Stock, \$.01 Par Value	12/31/02		L	103 ⁽³⁾	A	41.755	6,846	D	
Common Stock, \$.01 Par Value	12/31/02		L	141 ⁽⁴⁾	A	41.755	9,368	D	

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

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

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FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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(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 & 5)	6. Date Exercisable and Expiration Date Month/Day/ Year		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares			
Stock Option									Common Stock \$.01 Par Value		86,300	D	

Explanation of Responses:

- (1) Stock was acquired during the fourth quarter of 2002 through reinvested dividends.
(2) Stock was acquired monthly from November 2002 through December 2002 at prices ranging from \$39.925 to \$41.755.
(3) Stock was acquired during the fourth quarter of 2002 through reinvested dividends on restricted stock granted in 2001.
(4) Stock was acquired during the fourth quarter of 2002 through reinvested dividends on restricted stock granted in 2002.

By: /s/ **G. L. Waters**

G. L. Waters, Asst. Secy. for Gary L.

Rainwater

**Signature of Reporting Person

02/10/03

Date

**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.

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