

REDHOOK ALE BREWERY INC  
Form SC 13D/A  
November 14, 2007  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)\*

**Redhook Ale Brewery, Incorporated**

(Name of Issuer)

**Common Stock, par value \$.005**

(Title of Class of Securities)

**757473 10 3**

(CUSIP Number)

**Thomas Larson**

**Anheuser-Busch Companies, Inc.**

**One Busch Place**

**St. Louis, MO 63118-1852**

**Telephone: (314) 577-2000**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**November 13, 2007**

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 757473 10 3

1. Names of Reporting Persons.

Anheuser-Busch Companies, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X

(b)  O

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  O

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of Shares Beneficially

2,761,713

8. Shared Voting Power

- 0 -

Owned by

9. Sole Dispositive Power

Each

2,761,713 \*

Reporting Person

10. Shared Dispositive Power

With

- 0

\* Shares are subject to contractual restrictions on transfer. See Item 4

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,761,763

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  O

13. Percent of Class Represented by Amount in Row (11)

33.2%

14. Type of Reporting Person (See Instructions)

CO

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CUSIP No. 757473 10 3

1. Names of Reporting Persons.

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Busch Investment Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  X

(b)  O

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  O

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power

Number of 2,761,713

Shares 8. Shared Voting Power

Beneficially - 0 -

9. Sole Dispositive Power

Owned by

Each 2,761,713 \*

Reporting 10. Shared Dispositive Power

Person

With - 0

\* Shares are subject to contractual restrictions on transfer. See Item 4

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,761,763

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  O

13. Percent of Class Represented by Amount in Row (11)

33.6%

14. Type of Reporting Person (See Instructions)

CO

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Pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, this Amendment No. 5 amends the Schedule 13D dated August 22, 1995, amended by Amendment No.1 dated May 19, 2004, Amendment No.2 dated July 2, 2004, Amendment No. 3 dated September 13, 2005 and Amendment No. 4 dated January 3, 2007. Unless indicated otherwise, all items left blank remain unchanged and any items that are reported are deemed to amend and supplement, rather than supersede, the existing items in the Schedule 13D (as previously amended). All defined terms shall have the same meaning as previously ascribed to them in the Schedule 13D (as previously amended), unless otherwise noted.

**Item 1. Security and Issuer.**

**Item 2. Identity and Background.**

**Item 3. Source and Amount of Funds or Other Consideration.**

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended by adding the following language to the end thereof:

On November 13, 2007, the Company and Widmer announced that they had entered into an Agreement and Plan of Merger, pursuant to which Widmer would merge into the Company. The shareholders of Widmer would receive common stock of the Company as merger consideration, representing approximately 50% of the outstanding common stock of the Company after the consummation of the merger.

The consummation of the merger by the Company and Widmer is subject to their obtaining approval by their shareholders and required regulatory approvals. Additionally, pursuant to the contractual arrangements between the Busch Entities and Redhook and Widmer, the approval of the Busch Entities is required for the consummation of the merger. The Busch Entities are reviewing the proposed transaction and have not yet determined whether to provide the required approval. The Company and Widmer have announced that they anticipate consummation of the transaction in the first quarter of 2008.

**Item 5. Interest in Securities of the Issuer.**

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

**Item 7. Material to be Filed as Exhibits.**

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***Signature***

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 13, 2007

ANHEUSER-BUSCH COMPANIES, INC.

By: /s/ W. Randolph Baker  
Name: W. Randolph Baker  
Title: Vice President and Chief Financial Officer

BUSCH INVESTMENT CORPORATION

By: /s/ Mark A. Rawlins  
Name: Mark A. Rawlins  
Title: Treasurer

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Schedule I

(Amendment No. 5)

**EXECUTIVE OFFICERS AND DIRECTORS OF**

**BUSCH INVESTMENT CORPORATION**

(As of October 1, 2007)

**NAME AND BUSINESS ADDRESS**

**POSITION WITH THE COMPANY**

***Officers***

William J. Kimmins, Jr.\*

Chairman of the Board and President

H. Murray Sawyer Jr.\*\*

Vice President

Dennis J. Gelner\*

Vice President and Tax Controller

Laura H. Reeves\*

Secretary

Mark A. Rawlins\*

Treasurer

Michael D. Basler\*

Assistant Treasurer - International

***Directors***

William J. Kimmins, Jr.\*

Director and Chairman

Michael D. Basler\*

Director

H. Murray Sawyer Jr.\*\*

Director

\* The business address of each such person is One Busch Place, St. Louis, Missouri 63118-1852

\*\* Mr. Sawyer's principal occupation is Chairman and Chief Executive Officer of Registered Agents, Ltd.

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Schedule II

(Amendment No. 5)

**EXECUTIVE OFFICERS AND DIRECTORS OF**

**ANHEUSER-BUSCH COMPANIES, INC.**

(As of October 1, 2007)

**NAME AND BUSINESS ADDRESS**

**POSITION WITH THE COMPANY**

August A. Busch IV\*

President and Chief Executive Officer; Anheuser-Busch Companies, Inc.

W. Randolph Baker\*

Vice President and Chief Financial Officer; Anheuser-Busch Companies, Inc.

Thomas W. Santel\*

President and Chief Executive Officer of Anheuser-Busch International, Inc. and Vice President - Corporate Planning of Anheuser-Busch Companies, Inc.

Stephen J. Burrows\*

Chief Executive Officer and President; Anheuser-Busch Asia, Inc.

Mark T. Bobak\*

Group Vice President and Chief Legal Officer; Anheuser-Busch Companies, Inc.

Douglas J. Muhleman\*

Group Vice President - Brewing Operations and Technology; Anheuser-Busch, Incorporated

Francine I. Katz\*

Vice President - Communications and Consumer Affairs; Anheuser-Busch, Incorporated

Keith M. Kasen\*

Chairman of the Board and President; Busch Entertainment Corporation

Joseph P. Castellano\*

Vice President and Chief Information Officer; Anheuser-Busch, Incorporated

Michael J. Owens\*

Vice President - Business Operations; Anheuser-Busch, Incorporated

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|                     |  |
|---------------------|--|
| Anthony T. Ponturo* | Vice President - Global Media and Sports Marketing; Anheuser-Busch, Incorporated     |
| John F. Kelly*      | Vice President and Controller; Anheuser-Busch Companies, Inc.                        |
| Marlene V. Coulis*  | Vice President - Consumer Strategy and Innovation; Anheuser-Busch, Incorporated      |
| Michael S. Harding* | Chief Executive Officer and President; Anheuser-Busch Packaging Group, Inc.          |
| Robert C. Lachky*   | Executive Vice President - Global Industry Development; Anheuser-Busch, Incorporated |
| David A. Peacock*   | Vice President - Marketing; Anheuser-Busch, Incorporated                             |
| John T. Farrell*    | Vice President - Corporate Human Resources; Anheuser-Busch Companies, Inc.           |

\* The business address of each such person is One Busch Place, St. Louis, Missouri 63118-1852

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Schedule II (Cont d)

(Amendment No. 5)

**NON-EMPLOYEE DIRECTORS**

**OF ANHEUSER-BUSCH COMPANIES, INC.**

(As of October 1, 2007)

| <u>NAME AND BUSINESS ADDRESS</u>   | <u>POSITION WITH THE COMPANY</u> | <u>PRINCIPAL OCCUPATION</u>  |
|--|----------------------------------|--|
| August A. Busch III<br>One Busch Place<br>St. Louis, MO 63118  | Director                         | Retired Chairman of the Board and Chief Executive Officer of Anheuser-Busch Companies, Inc.        |
| Carlos Fernandez G.<br>Campos Eliseos No. 400<br>piso 18<br>Lomas de Chapultepec<br>Mexico, D.F., 110000 | Director                         | Chairman of the Board and CEO of Grupo Modelo, S.A.B. de C.V.                                      |
| James J. Forese<br>1455 Pennsylvania Avenue, N.W.<br>Suite 350<br>Washington, DC 20004                   | Director                         | Operating Partner and Chief Operating Officer of Thayer Capital Partners                           |
| John E. Jacob<br>One Busch Place<br>St. Louis, MO 63118  | Director                         | Retired Executive Vice President - Global Communications Officer of Anheuser-Busch Companies, Inc. |
| James R. Jones<br>1501 M Street, NW<br>Suite 700<br>Washington, DC 20005                                 | Director                         | Co-Chairman and Chief Executive Officer of Manatt Jones Global Strategies, LLC                     |
| Charles F. Knight<br>8000 West Florissant Avenue<br>P.O. Box 4100<br>St. Louis, MO 63136                 | Director                         | Chairman Emeritus of Emerson Electric Company  |

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|  |          |  |
|--|----------|--|
| Vernon R. Loucks, Jr.<br>1101 Skokie Boulevard<br>Suite 240<br>Northbrook, IL 60062            | Director | Chairman of the Board of The Aethena Group,<br>LLC |
| Vilma S. Martinez<br>355 South Grand Avenue<br>35 <sup>th</sup> Floor<br>Los Angeles, CA 90071 | Director | Partner of Munger, Tolles & Olson LLP              |
| William Porter Payne<br>3455 Peachtree Road, NE<br>Suite 975<br>Atlanta, GA 30326              | Director | Partner of Gleacher Partners LLC                   |

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Schedule II (Cont d)

(Amendment No. 5)

**NON-EMPLOYEE DIRECTORS**

**OF ANHEUSER-BUSCH COMPANIES, INC.**

(As of October 1, 2007)

(Continued)

| <u>NAME AND BUSINESS ADDRESS</u>   | <u>POSITION WITH THE COMPANY</u> | <u>PRINCIPAL OCCUPATION</u>  |
|--|----------------------------------|--|
| Joyce M. Roché<br>120 Wall Street<br>New York, NY 10005  | Director                         | President and Chief Executive Officer of Girls<br>Incorporated           |
| Henry Hugh Shelton<br>c/o Anheuser-Busch Companies, Inc.<br>One Busch Place<br>St. Louis, Missouri 63118-1852      | Director                         | Retired Chairman of the Joint Chiefs of Staff                            |
| Patrick T. Stokes<br><br>c/o Anheuser-Busch Companies, Inc.<br><br>One Busch Place<br><br>St. Louis, MO 63118-1842 | Chairman of the Board            | Retired Chief Executive Officer of<br>Anheuser-Busch Companies, Inc.     |
| Andrew C. Taylor<br>600 Corporate Park Drive<br>St. Louis, MO 63105  | Director                         | Chairman and Chief Executive Officer of<br>Enterprise Rent-A-Car Company |
| Douglas W. Warner III<br>345 Park Avenue   | Director                         | Retired Chairman of the Board of<br>J.P. Morgan Chase & Company          |

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11<sup>th</sup> Floor  
New York, NY 10154  
Edward E. Whitacre, Jr.  
175 E. Houston, Suite 1300  
San Antonio, TX 78205

Director

Retired Chairman and Chief Executive Officer  
of AT & T, Inc.