AMEREN CORP
Form S-3ASR
July 01, 2008

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As filed with the Securities and Exchange Commission on July 1, 2008

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMEREN CORPORATION

(Exact name of registrant as specified in its charter)

State of Missouri	**43-1723446**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

1901 Chouteau Avenue
St. Louis, Missouri 63103
(314) 621-3222

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

WARNER L. BAXTER
Executive Vice President and Chief Financial Officer
STEVEN R. SULLIVAN
Senior Vice President, General Counsel and Secretary
1901 Chouteau Avenue
St. Louis, Missouri 63103
(314) 621-3222

(Names, address, including zip code, and telephone number, including area code, of agents for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of the registration statement as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. o

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. ý

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act of 1933 registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ý

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ý	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per unit(2)(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(4)
Common Stock, $.01 par value (including associated preferred share purchase rights)	6,000,000 shares	$42.86	$257,160,000	$10,107

(1) In addition, pursuant to Rule 416(a) of the Securities Act of 1933, this registration statement also covers such indeterminable number of additional securities as may become deliverable as a result of stock splits, stock dividends or similar transactions, in accordance with the provisions of the Plan.

(2) The preferred share purchase rights are attached to and will trade with the common stock. The value attributable to the preferred share purchase rights, if any, is reflected in the market price of the common stock.

(3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933 on the basis of the average of the high and low prices of the registrant's common stock on the New York Stock Exchange composite tape on June 24, 2008.

(4) Since no separate consideration is paid for the preferred share purchase rights, the registration fee for such securities is included in the fee for the common stock.

PROSPECTUS

DRPlus

Dividend Reinvestment and Stock Purchase Plan

Ameren Corporation has established its DRPlus Dividend Reinvestment and Stock Purchase Plan (Plan) to provide participants with a convenient way to purchase shares of our common stock and to reinvest all or a portion of the cash dividends paid on our common stock and the preferred stock of our subsidiaries in additional shares of our common stock.

Participants in the Plan may:

Reinvest all or a portion of cash dividends paid on our common stock and the preferred stock of our subsidiaries in additional shares of our common stock;

Make an initial investment in our common stock with a cash investment of at least $250;

Increase their investment in our common stock by making optional cash investments of at least $25 at any time;

Receive, upon request, certificates for whole shares of our common stock credited to their Plan accounts;

Deposit certificates representing our common stock into their Plan accounts for safekeeping; and

Sell shares of our common stock credited to their Plan accounts.

Shares of our common stock purchased under the Plan will, at our option, be newly issued shares or treasury shares purchased directly from us, or shares purchased in the open market or in privately negotiated transactions. Any open market or privately negotiated purchases will be made through an independent agent selected by us. This prospectus relates to 6,000,000 shares of common stock offered under the Plan.

If you are currently participating in the Plan, you will remain enrolled in the Plan, and you do not have to take any action unless you wish to terminate your participation or change your election in the Plan.

Our common stock is listed on the New York Stock Exchange under the ticker symbol "AEE."

To the extent required by applicable law in certain jurisdictions, shares of common stock offered under the Plan to certain persons are offered only through a registered broker/dealer in such jurisdictions.

Our principal executive offices are located at 1901 Chouteau Avenue, St. Louis, Missouri 63103 and our telephone number is (314) 621-3222.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

See the discussion of risk factors, if any, contained in our annual, quarterly and current reports filed with the Securities and Exchange Commission under the Securities Exchange Act of 1934, which are incorporated by reference into this prospectus, to read about certain factors you should consider before purchasing any of the common stock being offered.

The date of this prospectus is July 1, 2008.

AMEREN CORPORATION

Ameren, headquartered in St. Louis, Missouri, is a public utility holding company under the Public Utility Holding Company Act of 2005, enacted as part of the Energy Policy Act of 2005, effective February 8, 2006, and administered by the Federal Energy Regulatory Commission. Ameren was incorporated in Missouri on August 7, 1995. Ameren's primary assets are the common stock of its subsidiaries. Ameren's subsidiaries are separate, independent legal entities with separate businesses, assets and liabilities. These subsidiaries operate rate-regulated electric generation, transmission and distribution businesses, rate-regulated natural gas transmission and distribution businesses, and non-rate-regulated electric generation businesses in Missouri and Illinois. Dividends on Ameren's common stock depend on distributions made to it by its subsidiaries. Ameren's principal subsidiaries are listed below.

UE, or Union Electric Company, also known as AmerenUE, operates a rate-regulated electric generation, transmission and distribution business, and a rate-regulated natural gas transmission and distribution business in Missouri. UE is the largest electric utility in the state of Missouri. It supplies electric and gas service to a 24,000-square-mile area located in central and eastern Missouri. This area has an estimated population of 3 million and includes the Greater St. Louis area. UE supplies electric service to 1.2 million customers and natural gas service to 127,000 customers.

CIPS, or Central Illinois Public Service Company, also known as AmerenCIPS, operates a rate-regulated electric and natural gas transmission and distribution business in Illinois. CIPS supplies electric and gas utility service to portions of central, west central and southern Illinois having an estimated population of 1 million in an area of 20,500 square miles. CIPS supplies electric service to 400,000 customers and natural gas service to 190,000 customers.

Genco, or Ameren Energy Generating Company, operates a non-rate-regulated electric generation business in Illinois and Missouri. Genco owns 2,549 megawatts of coal-fired electric generating capacity and 1,666 megawatts of natural gas and oil-fired electric generating capacity.

CILCO, or Central Illinois Light Company, also known as AmerenCILCO, is a subsidiary of CILCORP. CILCORP is an Ameren subsidiary that operates as a holding company for CILCO and various non-rate-regulated subsidiaries. CILCO operates a rate-regulated electric transmission and distribution business, a non-rate-regulated electric generation business and a rate-regulated natural gas transmission and distribution business in Illinois. CILCO supplies electric and gas utility service to portions of central and east central Illinois in areas of 3,700 and 4,500 square miles, respectively, with an estimated population of 1 million. CILCO supplies electric service to 210,000 customers and natural gas service to 213,000 customers. AmerenEnergy Resources Generating Company, a non-rate-regulated wholly owned subsidiary of CILCO, owns 1,074 megawatts of coal-fired

electric generating capacity and 55 megawatts of natural gas and oil-fired electric generating capacity.

IP, or Illinois Power Company, also known as AmerenIP, operates a rate-regulated electric and natural gas transmission and distribution business in Illinois. It supplies electric and gas utility service to portions of central, east central, and southern Illinois, serving a population of 1.4 million in an area of 15,000 square miles, contiguous to our other service territories. IP supplies electric service to 626,000 customers and natural gas service to 427,000 customers, including most of the Illinois portion of the Greater St. Louis area.

Ameren has various other subsidiaries responsible for the short and long-term marketing of power, procurement of fuel, management of commodity risks, and provision of other shared services. Ameren has an 80% ownership interest in Electric Energy, Inc., which operates non-rate-regulated electric generation facilities and Federal Energy Regulatory Commission-regulated transmission facilities in Illinois.

In this prospectus, "Ameren," "we," "us" and "our" refer to Ameren Corporation and, unless the context otherwise indicates, do not include our subsidiaries.

WHERE YOU CAN FIND MORE INFORMATION

We have filed a registration statement on Form S-3 with the SEC under the Securities Act of 1933. This prospectus is part of the registration statement, but the registration statement also contains or incorporates by reference additional information and exhibits. We are subject to the informational requirements of the Securities Exchange Act of 1934 and, therefore, we file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy the registration statement and any document that we file with the SEC at the SEC's public reference room at 100 F Street, N.W., Washington, D.C. 20549. You can call the SEC's toll-free telephone number at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains a website at http://www.sec.gov that contains reports, proxy and information statements and other information regarding companies, such as us, that file documents with the SEC electronically. The documents can be found by searching the EDGAR archives of the SEC electronically.

The SEC allows us to "incorporate by reference" the information that we file with the SEC which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this prospectus and you should read it with the same care. Later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the following documents previously filed with the SEC:

our Annual Report on Form 10-K for the year ended December 31, 2007;

Our Quarterly Report on Form 10-Q for the quarter ended March 31, 2008;

our Current Reports on Form 8-K filed February 14, 2008 (excluding those portions furnished and not filed), February 14, 2008, March 28, 2008, April 1, 2008, April 4, 2008, April 8, 2008, April 9, 2008, May 2, 2008 (excluding those portions furnished and not filed), June 19, 2008, June 26, 2008 (excluding those portions furnished and not filed) and June 27, 2008; and

the description of the rights to purchase shares of our Series A junior participating preferred stock contained in our registration statement on Form 8-A dated November 23, 1998.

We are also incorporating by reference all additional documents that we file with the SEC under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 between the date of this prospectus and the time that all of the shares of common stock registered are sold.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any separately filed document which also is or is deemed to be incorporated by reference herein

modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute part of this prospectus.

You may request a free copy of these filings by writing or telephoning us at the following address:

Ameren Corporation
Attention: Secretary's Department
P.O. Box 66149
St. Louis, Missouri 63166-6149
Telephone: (314) 621-3222

You should rely only on the information incorporated by reference or provided in this prospectus or any supplement. We have not authorized anyone else to provide you with different or additional information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these shares of common stock under the Plan in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of those documents or that the information incorporated by reference is accurate as of any date other than the date of the document incorporated by reference. Our business, financial position, results of operations and prospects may have changed since those dates.

DESCRIPTION OF THE PLAN

The provisions of the Plan in effect on and after the date hereof are presented in the following questions and answers. If you are not a participant in the Plan, you will continue to receive cash dividends, as declared, in the usual manner.

Purpose

1. What is the purpose of the Plan?

The purpose of the Plan is to provide participants (see Question 8) with a convenient way to purchase our common stock and to reinvest all or a portion of the cash dividends paid on our common stock and on the preferred stock of our subsidiaries (together, Eligible Securities) in additional shares of our common stock. When shares of our common stock purchased under the Plan are acquired directly from us, we will receive additional equity funds which will be added to our general funds and used for general corporate purposes as described in "Use of Proceeds."

Advantages

2. What are the advantages of the Plan?

Participants in the Plan may elect to have cash dividends on all or a portion of their shares of common stock or the preferred stock of our subsidiaries automatically reinvested in common stock. Dividend payments not reinvested will be paid to participants by check or through electronic direct deposit.

Participants in the Plan may make optional cash investments (including by authorizing direct debit from their personal bank accounts) in a minimum amount of $25 per transaction after the initial investment and up to a maximum of $120,000 per calendar year for the purchase of common stock.

Full investment of funds is possible under the Plan because both full and fractional shares will be credited to participants' Plan accounts.

Participants may deposit their common stock certificates, at no cost, in their Plan accounts for safekeeping.

Participants may enroll and manage their Plan account through our website at http://www.ameren.com/investors.

Personal recordkeeping is simplified by the issuance of statements showing account activity. Statements of account are a participant's continuing record of transactions and should be retained for tax purposes.

Participants may sell shares of common stock held or deposited in their Plan accounts.

Disadvantages

3. What are the disadvantages of the Plan?

A participant will have no control over the prices at which shares are purchased or sold for his or her account, because:

purchases for the participant's account will be made during periods prescribed under the Plan. See Questions 11 and 16; and

participants cannot designate a specific price or a specific date at which to sell shares or select the broker through which sales will be made. See Question 21.

Therefore, the participant will bear the risk of fluctuations in the market price of our common stock.

Other Features

4. What are other features of the Plan?

Non-shareholders of legal age may participate in the Plan by making a minimum initial cash investment of $250 to purchase our common stock under the terms of the Plan.

Non-shareholders of legal age who are employees of Ameren or our subsidiaries (an Employee) may authorize a minimum payroll deduction investment of $25 in any pay period to purchase common stock under the terms of the Plan.

For each meeting of shareholders, participants will receive proxies that will enable them to vote both shares registered in their names and shares credited to their Plan accounts.

Administration

5. Who administers the Plan?

Ameren Services Company, a wholly-owned subsidiary of Ameren, will administer the Plan through its Banking and Investor Services Department (Investor Services). Among other things, Ameren Services will receive and hold participants' funds pending investment in additional shares of common stock, effect transfers of common stock, keep a continuous record of participation and prepare and send to each participant statements of the participant's Plan account. The responsibilities of Ameren Services in connection with the administration of the Plan are administrative in nature and, in large part, are consistent with the responsibilities of Ameren Services in acting as our registered transfer agent.

If we elect to meet the requirements of participants by purchasing shares of common stock in the open market, an independent agent will act on behalf of participants in buying such shares. An independent agent will also sell Plan shares on behalf of participants.

We reserve the right to interpret and administer the Plan as deemed necessary or desirable, including the right to limit or deny participation in the Plan where circumstances warrant. The terms and conditions of the Plan and its operation shall be governed by and construed in accordance with the laws of the State of Missouri. Neither Ameren, Ameren Services, nor its independent agents will be liable for any act done in good faith or for any omission to act in good faith, provided that Ameren shall not be relieved from any liability imposed under any federal, state or other applicable securities law which cannot be waived. We cannot assure you of a profit or protect you against a loss on shares purchased or sold under the Plan. A participant participates in the Plan at his or her sole discretion, risk and responsibility.

6. Who should I contact with questions concerning the Plan and its administration?

You may contact us with questions concerning the Plan

by writing to:

Ameren Services Company
Banking and Investor Services Department
P.O. Box 66887
St. Louis, Missouri 63166-6887

by calling Investor Services locally at (314) 554-3502 or toll-free at (800) 255-2237

by email at invest@ameren.com

or by visiting our website at http://www.ameren.com/investors.

7. May the Plan be suspended, modified or discontinued?

We reserve the right to suspend, modify or discontinue the Plan at any time, including, but not limited to the right to modify the fees and commissions charged to participants. We will announce any suspension, major modification or discontinuance of the Plan to all participants.

Eligibility

8. Who is eligible to participate in the Plan?

Any person of legal age or entity, whether or not a holder of Eligible Securities, is eligible to participate in the Plan provided that such person or entity fulfills the prerequisites for participation described under Question 9 and participation would not violate the securities or other laws of the state, territory or country where the participant resides that are applicable to Ameren, the Plan or the participant.

A Plan prospectus and enrollment or application information will be furnished upon request made to Investor Services or it may be obtained from our website at http://www.ameren.com/investors.

Participation

9. How do I enroll in the Plan or change my method of participation?

After receiving a copy of this prospectus, eligible applicants may become participants in the Plan by completing and signing an enrollment form (shareholders) or an application (non-shareholders). The minimum initial optional cash investment is $25 for shareholders and $250 for non-shareholders. The maximum aggregate optional cash investment that may be made by a participant in any calendar year is $120,000.

The enrollment and application forms require a participant to choose a reinvestment option for participation in the Plan. By checking the appropriate box a participant may select:

Full Dividend Reinvestment Automatic reinvestment of cash dividends on all Eligible Securities registered in the name of the participant and on all Plan shares credited to the participant's account.

Partial Dividend Reinvestment Receipt of cash dividends on a portion of the Eligible Securities registered in the name of the participant and/or a portion of the Plan shares credited to the participant's account, and automatic reinvestment of the cash dividends on the remainder of the participant's shares.

No Dividend Reinvestment Receipt of cash dividends on all Eligible Securities registered in the name of the participant and on all Plan shares credited to the participant's account.

Eligible Securities include Direct Registration Shares ("DRS"). These are shares registered directly on our books without physical certificates. DRS is managed by the Depository Trust Clearing Corporation and enables its participants to electronically move securities between street-name ownership and our books.

Participants may change their reinvestment options by completing the correspondence portion of their statement of account or an enrollment form and sending it to Investor Services. Changes will become effective as soon as practicable after they are received. Any change in reinvestment options must be received by the dividend record date in order to be effective on the related dividend payment date.

10. How does an Employee participate?

An Employee may join the Plan at any time by enrolling in the same manner as any other eligible person described under Question 9 or by completing a Payroll Deduction Authorization form.

Dividend Reinvestment

11. How and when will cash dividends be reinvested?

If a participant has elected full or partial dividend reinvestment on the Eligible Securities registered in the participant's name and/or the participant's Plan shares, we will reinvest those dividends in additional shares of our common stock. The source of common stock to be purchased under the Plan may be, at our discretion, authorized but unissued or treasury shares of common stock or shares of common stock purchased in the open market or in privately negotiated transactions by an independent agent.

If we are meeting the requirements of the Plan with common stock purchased in the open market or in privately negotiated transactions, an independent agent will determine the exact timing of such purchases and the number of shares to be purchased, depending on the amount of reinvested dividends, market conditions and the requirements of federal securities laws, and the purchased shares will be credited to a participant's Plan account as of the applicable Investment Date, as defined below. If we elect to issue authorized but unissued or treasury shares of our common stock, these shares will be issued by us and credited to a participant's Plan account as of the applicable Investment Date. The determination of the price for purchases of Plan shares is explained in Question 18.

If a participant's enrollment form is received by Investor Services on or before the record date with respect to any common stock or eligible preferred stock cash dividend payment date, then the dividend payable on such payment date will be used to purchase additional shares of common stock as of such payment date (an Investment Date). If the enrollment form is received after the record date for any such cash dividend payment date, the reinvestment of dividends will start with the next dividend payment date.

Common stock cash dividend payment dates are normally on or about the last business day of March, June, September and December. Eligible preferred stock cash dividend payment dates vary depending upon the series of preferred stock and the Ameren subsidiary issuing the preferred stock. You should contact Investor Services for more information with respect to dividend payment dates.

Optional Cash Investments

12. Who is eligible to make optional cash investments?

All Plan participants, whether or not they have authorized the reinvestment of dividends, are eligible to make optional cash investments.

13. How are optional cash investments made?

A Plan participant may make an initial cash investment when enrolling by enclosing a check with the enrollment form or application. Checks should be made payable to "Ameren Corporation," and returned in the envelope provided with the enrollment form or application. Thereafter, optional cash investments may be made by using the cash investment form attached to the statement of account, by Automatic Cash Investment (see Question 14) or by Employee payroll deduction (see Question 10). Please contact Investor Services for additional cash investment forms.

14. What is the Automatic Cash Investment option of the Plan and how does it work?

The Automatic Cash Investment option offers participants in the Plan a direct debit service. Optional cash investments are electronically withdrawn from your personal checking or savings account at least once a month, usually near the end of the month, and used to purchase common stock. The direct debit from your personal bank account will be shown on the monthly statement from your financial institution. In addition, you will receive a statement from Investor Services detailing the cash received and shares purchased.

The Automatic Cash Investment option may be authorized for regular monthly amounts from $25 to $10,000. Funds authorized for investment through the Automatic Cash Investment option will be debited approximately three days prior to the appropriate optional cash investment date. See Question 16.

For an Automatic Cash Investment application, please contact Investor Services.

15. What are the limitations on making optional cash investments?

Optional cash investments cannot be less than $25 per investment ($250 in the case of the initial optional cash investment by a non-shareholder). The maximum aggregate optional cash investment that may be made by a participant in any calendar year cannot exceed $120,000.

16. When will optional cash investments be invested?

The option to make cash investments is available to you at any time. The dates on which optional cash investments are used to purchase common stock are determined solely at our discretion, although purchases on behalf of Plan participants will be made at least once a month. Purchases may be made over a period of several days in the case of market purchases. All such purchases will be aggregated and credited to participants' accounts on the optional cash investment date occurring on or after receipt of the optional cash investment. There will usually be an optional cash investment date on or about the 15th day and the last day of each month. Participants will receive a notice at the beginning of each year specifying the optional cash investment dates for such year.

Cash received after an optional cash investment date will be invested as of the next optional cash investment date. No interest will be paid by us on any cash investments received by us pending investment.

Purchases

17. How many shares of common stock will be purchased?

The number of shares purchased for you under the Plan depends on what you have authorized in regard to dividend reinvestment, plus any optional cash investments made, and the price at which the shares are purchased by the Plan. In every case, your available funds will be fully invested in both whole and fractional shares of common stock (computed to four decimal places). No one can predict the number of shares that will be purchased for you during a particular purchase period, and you cannot direct the purchase of a specific number of shares.

18. What is the price of shares purchased for the Plan?

If shares for the Plan are being purchased in the open market or in privately negotiated transactions, the price of such shares will be the weighted average price at which the independent agent acquired the shares plus applicable brokerage commissions and other fees. If the shares are purchased directly from us, the price of such shares will be the average of the high and low sales prices of our common stock on the applicable Investment Date as reported on the consolidated tape for New York Stock Exchange listed companies administered by the Consolidated Tape Association.

19. Who purchases the shares for the Plan?

If we elect to purchase shares of common stock in the open market or in privately negotiated transactions, the independent agent will make all such purchases necessary to meet the requirements of the Plan. Other than establishing the length of the investment period incorporated into the Plan, we do not exercise any direct or indirect control over the timing or price of purchases made by the independent agent. If open market or privately negotiated purchases are not made, the shares purchased under the Plan will come directly from our authorized and unissued shares of common stock or from our treasury shares.

Purchases of common stock under the Plan will not be offset against sales of common stock under the Plan. See Question 21.

20. Are any fees or expenses incurred by participants?

We will pay the costs of administering the Plan, but participants will be required to pay brokerage commissions and other fees for shares purchased in the open market or in privately negotiated transactions and shares sold through the Plan as well as any transfer tax, if applicable. Brokerage commissions will be at a negotiated rate established under the terms of our agreements with independent agents. See Question 7.

Sales and Termination from the Plan

21. May participants sell or withdraw all or a portion of their shares from the Plan?

Yes. Any participant may withdraw from the Plan, request that a certificate be issued for Plan shares or request that Plan shares be sold and the cash proceeds forwarded to the participant. Participation in the Plan is entirely voluntary. Participants may sell or withdraw all or a portion of their shares by filling out the correspondence portion of their account statement or by contacting Investor Services.

A stock certificate for any whole number of shares will be issued from your Plan account as soon as practicable after requested. If you would like stock certificates issued in a registration other than the name on your account, contact Investor Services.

Investor Services will aggregate Plan sale requests and place a market order with the independent agent to sell such shares at least four times a month. The participant will receive the proceeds of the sale less any brokerage commission and any other fees as soon as practicable after the settlement date for the applicable sale. Participants' sales of shares of common stock under the Plan will not be offset against purchases of common stock under the Plan. See Question 19.

If a participant's request for a sale or withdrawal is received by Investor Services on or after a dividend payment date, such request will be processed as soon as practicable after reinvested dividends have been allocated.

If a participant's Plan account contains less than one full share, Investor Services reserves the right to sell any fractional share remaining in the account, forward the proceeds of the sale to the participant and terminate the account.

Reports to Participants

22. How will participants be advised of their purchase of shares of common stock and other activity in their Plan accounts?

Participants will receive a quarterly statement as soon as practicable following the end of each calendar quarter. The last quarterly statement of each calendar year will reflect year-to-date Plan activity. In addition, a statement will be provided in any month an account has Plan activity. These statements are participants' continuing record of their Plan transactions and should be retained for tax purposes. Participants should be aware that it is important to retain all statements received as there will be a fee incurred to provide historical statement information.

Participants will receive copies of the same communications sent to other registered shareholders of common stock, including our annual report, notice of annual meeting and proxy statement, and certain tax information.

Certificates

23. Will stock certificates automatically be issued for shares of common stock acquired under the Plan?

No. Unless you request otherwise as described below, the number of shares credited to your Plan account will be held by Ameren Services, as agent, and will be shown on your statement of account. This service protects against loss, theft or destruction of stock certificates.

A certificate for any number of whole shares up to the full number of shares credited to your Plan account will be issued to you if you so request in writing. See Question 21. Such request should be mailed to Investor Services.

Shares credited to your Plan account may not be used as collateral. If you wish to use your Plan shares as collateral, you must request that a certificate be issued in your name. A certificate for fractional shares will not be issued under any circumstances.

Transfer of Shares Held in the Plan

24. Can Plan shares be transferred?

Upon written request, Plan shares can be transferred into names other than the account name, subject to compliance with any applicable laws and the payment by the participant of any applicable taxes, provided that the request is accompanied by a duly executed stock power that bears the signature(s) of the participant(s) and the signature(s) is/are Medallion Guaranteed by a financial institution, such as a commercial bank or a brokerage firm, that is a member of either the STAMP, SEMP or MSP Medallion Guarantee programs. Unless instructed otherwise, Ameren Services will hold the transferred shares in an account in the transferee's name in the Plan and apply the same dividend reinvestment options as existed with respect to the transferred account.

Safekeeping Service for Common Stock Certificates

25. What is the Plan's safekeeping service and how does it work?

The Plan's safekeeping service allows you to deposit your common stock certificate(s) into your Plan account. The benefits of this service include the convenience of keeping all of your shares in one place, and the protection against the cost of replacing your certificates should they be lost, stolen or destroyed. If you would like to take advantage of this service, please contact Investor Services.

Online Services

26. What transactions can a participant conduct through our website?

Through our website, a participant may:

enroll in the Plan;

authorize the reinvestment of his or her common stock or preferred stock cash dividends; and

authorize optional cash investments;

and a participant may:

review and manage his or her Plan account at his or her convenience;

arrange for sales of some or all of his or her shares of common stock; and

request the issuance of a stock certificate for some or all of his or her shares of common stock.

Participation in the Plan through our online services is voluntary. A participant can access such services at our website at http://www.ameren.com/investors.

Income Taxes

27. What are the federal income tax consequences of participation in the Plan?

In general, participants in the Plan have the same federal income tax obligations with respect to their dividends as do shareholders who are not Plan participants. This means that dividends reinvested under the Plan are taxable as having been received even though the participants did not actually receive them in cash but, instead, used them to purchase additional shares under the Plan.

With respect to reinvested cash dividends on our common stock used to purchase authorized but unissued shares from us, a participant will be treated for federal income tax purposes as having received a distribution in an amount equal to the fair market value on the dividend payment date of the full number of shares and fractional shares purchased with reinvested dividends. The fair market value of such shares on the dividend payment date will be treated as dividend income to the participant to the extent of our current and accumulated earnings and profits, as determined for federal income tax purposes. The basis of the shares so purchased will be equal to the fair market value of such shares on the dividend payment date.

With respect to reinvested cash dividends on the preferred stock of our subsidiaries or any reinvested cash dividends on our common stock used to purchase shares in the open market or through negotiated transactions, a participant will be treated for federal income tax purposes as having received a distribution in an amount equal to the cash reinvested to obtain the shares. The cash reinvested will be treated as dividend income to the participant to the extent of the current and accumulated earnings and profits of the distributing entity, as determined for federal income tax purposes. The basis of the shares so purchased will be equal to the amount of this distribution.

A participant who purchases shares with optional cash payments will recognize no taxable income upon such purchases. The tax basis of shares purchased in this manner will be the amount of the optional cash investment.

A participant does not realize any taxable income when he receives certificates for whole shares of common stock credited to his account under the Plan, either upon request for certificates for those shares, termination of his participation in the Plan, or termination of the

Plan by us. However, the sale of shares by a participant under the Plan may give rise to a capital gain or loss, provided such shares are held as a capital asset by the participant. Any such gain or loss will be measured by the difference between the proceeds received by the participant (net of commissions and fees) and the participant's tax basis in the shares sold. Such gain or loss will generally be long-term capital gain or loss if the participant held the shares for more than one year immediately prior to such disposition. Long-term capital gains of individuals are eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. The holding period for shares acquired under the Plan begins on the day after the shares are credited to a participant's Plan account.

For participants who are subject to U.S. withholding tax, backup withholding or foreign taxes, we will withhold the required taxes from the gross dividends or proceeds from the sale of shares. The dividends or proceeds received by the participant, or dividends reinvested on behalf of the participant, will be net of the required taxes.

The information explained above is only a summary and does not purport to be a complete description of all tax consequences of participation in the Plan. The description may be affected by future legislation, Internal Revenue Service rulings and regulations, or court decisions. In addition, the taxation of foreign shareholders, except as noted, is not discussed in this prospectus. Accordingly, you should consult your own tax advisors with respect to the federal, state, local and foreign tax consequences of your participation in the Plan.

DESCRIPTION OF COMMON STOCK

General

The following descriptions of our common stock and the relevant provisions of our restated articles of incorporation and by-laws are summaries and are qualified by reference to our restated articles of incorporation and by-laws which have been previously filed with the SEC and are exhibits to this registration statement, of which this prospectus is a part, as well as the applicable Missouri General and Business Corporation Law.

Under our restated articles of incorporation, we are authorized to issue 400 million shares of common stock, $.01 par value per share, and 100 million shares of preferred stock, $.01 par value per share. As of April 30, 2008, approximately 209,474,844 shares of common stock and no shares of preferred stock were outstanding.

Dividend Rights and Limitations

The holders of our common stock are entitled to receive such dividends as our board of directors may from time to time declare, subject to any rights of the holders of our preferred stock, if any is issued. Our ability to pay dividends depends primarily upon the ability of our subsidiaries to pay dividends or otherwise transfer funds to us. Various financing arrangements, charter provisions and regulatory requirements may impose certain restrictions on the ability of our subsidiaries to transfer funds to us in the form of cash dividends, loans or advances.

Voting Rights

Except as otherwise provided by law and subject to the voting rights of holders of our preferred stock, the holders of our common stock have the exclusive right to vote for the election of directors and for all other purposes. Each holder of our common stock is entitled to one vote per share on all matters submitted to a vote at a meeting of shareholders, including the election of directors, which means that the holders of more than 50% of the shares voting for the election of directors can elect 100% of the directors and the holders of the remaining shares voting for the election of directors will not be able to elect any directors. The common stock shall vote together as a single class. The holders of our common stock are not entitled to cumulate votes for the election of directors. At annual and special meetings of shareholders, a majority of the outstanding shares of common stock constitutes a quorum.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of our affairs, voluntarily or involuntarily, the holders of our common stock will be entitled to receive the remainder, if any, of our assets after the payment of all our debts and liabilities and after the payment in full of any preferential amounts to which holders of any preferred stock may be entitled.

Miscellaneous

The outstanding shares of common stock are, and the shares of common stock sold hereunder will be, upon payment for them, fully paid and nonassessable. The holders of our common stock are not entitled to any preemptive or preferential rights to subscribe for or purchase any part of any new or additional issue of stock or securities convertible into stock. Our common stock does not contain any redemption provisions or conversion rights.

Transfer Agent and Registrar

Ameren Services acts as transfer agent and registrar for the common stock.

Stockholder Rights Plan

On October 9, 1998, our board of directors adopted a stockholder rights plan and declared a dividend of one preferred share purchase right for each outstanding share of our common stock. The plan is designed to assure shareholders of fair and equal treatment in the event of a proposed takeover. Each right entitles the registered holder to purchase from us one one-hundredth of a share of Series A junior participating preferred stock, par value $.01 per share, at an exercise price of $180 per one one-hundredth of a share of such preferred stock, subject to adjustment. The rights will become exercisable only if a person or group acquires 15% or more of our outstanding common stock or announces a tender offer, the consummation of which would result in ownership by a person or group of 15% or more of our outstanding common stock. If a person or group acquires 15% or more of our outstanding common stock, each right will entitle its holder (other than such person or members of such group) to purchase, at the right's then-current exercise price, a number of shares of our common stock having a market value of twice such price. In addition, if we are acquired in a merger or other business combination transaction after a person or group has acquired 15% or more of our outstanding common stock, each right will entitle its holder to purchase, at the right's then-current exercise price, a number of shares of the acquiring company's common stock having a market value of twice such price. The acquiring person or group will not be entitled to exercise these rights.

The SEC approved the plan under the Public Utility Holding Company Act of 1935 in December 1998. The rights were issued as a dividend payable January 8, 1999, to shareholders of record on that date. The rights will expire on October 9, 2008. One right will accompany each new share of our common stock issued prior to such expiration date. The rights do not have voting or dividend rights, and until they become exercisable, have no dilutive effect on our per-share earnings.

We have 4 million shares of preferred stock initially reserved for issuance upon exercise of the rights. There is no junior participating preferred stock issued or outstanding as of the date of this prospectus.

The description and terms of the rights are set forth in an agreement between us and Computershare Trust Company, Inc., as successor rights agent. The proceeding summary of the rights and the shareholder rights plan is qualified in its entirety by reference to the rights agreement and the description thereof each contained in our registration statement on Form 8-A dated November 23, 1998, which is incorporated by reference into this prospectus.

Certain Anti-Takeover Matters

Our restated articles of incorporation and by-laws include a number of provisions that may have the effect of discouraging persons from acquiring large blocks of our stock or delaying or preventing a change in our control. The material provisions that may have such an effect include:

- authorization for our board of directors (subject to any required regulatory approval) to issue our preferred stock in series and to fix rights and preferences of the series (including, among other things, whether, and to what extent, the shares of any series will have voting rights and the extent of the preferences of the shares of any series with respect to dividends and other matters);

- advance notice procedures with respect to nominations of directors or proposals other than those adopted or recommended by our board of directors;

- the prohibition of shareholder action by less than unanimous written consent without a meeting; and

- provisions specifying that only the chief executive officer or the board of directors (by a majority vote of the entire board of directors) may call special meetings of shareholders, and that the chairman of the meeting may adjourn a meeting of shareholders from time to time, whether or not a quorum is present.

In addition, the Missouri General and Business Corporation Law, or the MGBCL, contains certain provisions, including business combination provisions that would be applicable to certain mergers, share exchanges or sales of substantially all assets involving us or a subsidiary and a significant shareholder and which could have the effect of substantially increasing the cost to the acquirer and thus discouraging any such transaction. The MGBCL permits shareholders to adopt an amendment to the articles of incorporation opting out of the business combination provisions, and our restated articles of incorporation opt out of such provisions.

Under the Illinois Public Utilities Act, approval of the Illinois Commerce Commission is required for any transaction which, regardless of the means by which it is accomplished, results in a change in the ownership of a majority of the voting capital stock of an Illinois public utility or the ownership or control of any entity which owns or controls a majority of the voting capital stock of a public utility. Because we control a majority of the voting stock of AmerenCIPS, AmerenCILCO and AmerenIP, each public utilities subject to Illinois utility regulation, any change in our ownership or control, within the meaning of the Illinois Public Utilities Act, would require Illinois Commerce Commission approval. Certain acquisitions by any person of our outstanding voting shares would also require approval under the Federal Power Act and the Atomic Energy Act of 1954, as amended.

USE OF PROCEEDS

The number of shares of common stock, if any, that we will sell under the Plan and the prices at which such shares will be sold cannot presently be determined. The number and prices of shares sold will be affected by the level of participation in the Plan, the prevailing prices of our common stock and whether the shares are newly issued or treasury shares or shares purchased in the open market or privately negotiated transactions. If newly issued or treasury shares of common stock are sold by us under the Plan, we will use the net proceeds we receive from the sale:

to finance our subsidiaries' ongoing construction and maintenance programs;

to redeem, repurchase, repay or retire outstanding indebtedness, including indebtedness of our subsidiaries;

to finance strategic investments in, or future acquisitions of, other entities or their assets; and

for other general corporate purposes.

If shares are purchased by an independent agent in the open market or in private transactions for sale under the Plan, we will not receive any proceeds from such sales.

LEGAL MATTERS

Ronald K. Evans, Esq., is the Vice President and Deputy General Counsel of Ameren Services Company, a subsidiary of Ameren Corporation. In that capacity, Mr. Evans has acted as counsel for Ameren Corporation and has issued a legal opinion as to certain legal matters in connection with the common stock offered by this prospectus. As of March 31, 2008, Mr. Evans owned 4,792 shares of Ameren's common stock. In addition, as of that date, Mr. Evans owned 1,049 restricted shares and 8,167 performance share units, none of which are fully vested.

EXPERTS

The financial statements and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2007 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

No dealer, salesperson or other person is authorized to give any information to or represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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Ameren Corporation

DRPlus
Dividend Reinvestment
and Stock Purchase Plan

Common Stock

PROSPECTUS
July 1, 2008

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. *Other Expenses of Issuance and Distribution*

Securities and Exchange Commission registration fee	$	10,107*
Stock exchange listing fees		28,800
Printing expenses		30,000
Fees of accountants		5,000
Fees of attorneys		35,000
Blue sky fees		5,000
Miscellaneous expenses		4,993
Total	$	118,900

* Actual expenses; all other expenses are estimates

Item 15. *Indemnification of Directors and Officers*

Article IV of the By-laws of Ameren Corporation (the "Company"), consistent with the applicable provisions of the Missouri General and Business Corporation Law (the "MGBCL"), provides for indemnification of directors and officers. These provisions provide that any person shall be indemnified for expenses and liabilities imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Company, by reason of the fact that such person is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In a proceeding brought by or in the right of the Company, indemnification shall be made with respect to any claim as to which an officer or director has been adjudged to have been liable to the Company if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the

case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

The By-laws, consistent with the applicable provisions of the MGBCL, provide that indemnification shall be made by the Company only if a determination has been made by a majority vote of a quorum of the disinterested directors or by the shareholders or by independent legal counsel, that the director or officer met the required standard of conduct. The Company has purchased insurance on behalf of its officers and directors which insures them against certain liabilities and expenses, including those under the Securities Act of 1933.

The By-laws, consistent with the applicable provisions of the MGBCL, further provide that, in addition to the indemnities described in the preceding paragraphs, the Company will further indemnify its officers and directors to the maximum extent permitted by law, provided that no indemnity may be given for conduct that is adjudged to be knowingly fraudulent, deliberately dishonest, or willful misconduct.

Item 16. *Exhibits*

Exhibit No.	Description
*4.1	Restated Articles of Incorporation of the Company (File No. 33-64165, Annex F).
*4.2	Certificate of Amendment to the Restated Articles of Incorporation filed with the Secretary of State of the State of Missouri on December 14, 1998 (1998 Form 10-K, Exhibit 3(i), File No. 1-14756).
*4.3	By-laws of the Company as amended effective August 25, 2005 (August 29, 2005 Form 8-K, Exhibit 3.2(ii), File No. 1-14756).
*4.4	Agreement, dated as of October 9, 1998, between the Company and EquiServe Trust Company, N.A. (as successor to First Chicago Trust Company of New York), as Rights Agent, which includes the form of Certificate of Designation of the Preferred Shares as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C (October 14, 1998 Form 8-K, Exhibit 4, File No. 1-14756).
5	Opinion Ronald K. Evans, Esq., Vice President and Deputy General Counsel of Ameren Services Company, regarding the validity of the securities.
23.1	Consent of Ronald K. Evans, Esq. (included in Exhibit 5).
23.2	Consent of independent accountants.
24	Powers of Attorney.
Note:	**Reports of the Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under file number 1-14756.**

* Incorporated by reference herein as indicated.

Item 17. *Undertakings*

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, *however*, that subsections (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that

prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

provided, *however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion

of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on the 1st day of July, 2008.

AMEREN CORPORATION (REGISTRANT)

By: /s/ GARY L. RAINWATER

Gary L. Rainwater

Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ GARY L. RAINWATER Gary L. Rainwater	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	July 1, 2008
/s/ WARNER L. BAXTER Warner L. Baxter	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 1, 2008
/s/ MARTIN J. LYONS Martin J. Lyons	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	July 1, 2008
* Stephen F. Brauer	Director	July 1, 2008
Susan S. Elliott	Director	

*		
Walter J. Galvin	Director	July 1, 2008
Gayle P. W. Jackson	Director	
James C. Johnson	Director	
*		
Charles W. Mueller	Director	July 1, 2008
*		
Douglas R. Oberhelman	Director	July 1, 2008
*		
Harvey Saligman	Director	July 1, 2008
*		
Patrick T. Stokes	Director	July 1, 2008
*		
Jack D. Woodard	Director	July 1, 2008

*By: /s/ WARNER L. BAXTER

Warner L. Baxter
Attorney-in-Fact

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* Incorporated by reference herein as indicated.

QuickLinks

DRPlus
The date of this prospectus is July 1, 2008.
AMEREN CORPORATION
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