

AMEREN CORP (AEE)

8-K

Current report filing

Filed on 02/12/2010

Filed Period 02/12/2010



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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): February 12, 2010

Ameren Corporation

(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation)

1-14756
(Commission
File Number)

43-1723446
(IRS Employer
Identification No.)

1901 Chouteau Avenue, St. Louis, Missouri 63103
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (314) 621-3222

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On February 12, 2010, the Board of Directors (the "Board") of Ameren Corporation ("Ameren") announced that three of its current directors will complete their term of service on the Board effective at the annual meeting of Ameren shareholders scheduled for April 27, 2010 (the "2010 Annual Meeting").

Ameren Executive Chairman Gary L. Rainwater announced his plans to retire from Ameren effective at the 2010 Annual Meeting. In connection with his retirement, Mr. Rainwater has requested the Board not nominate him for membership on the Board at the 2010 Annual Meeting.

Susan S. Elliot, chairman and chief executive officer of Systems Service Enterprises, Inc., submitted her resignation from the Board in accordance with Ameren's retirement policy for directors who reach age 72 prior to the date of an Ameren annual shareholders meeting.

Douglas R. Oberhelman, vice chairman and CEO-Elect of Caterpillar Inc., has requested that the Board not nominate him for re-election because of increased responsibilities at Caterpillar Inc.

Item 7.01 Regulation FD Disclosure.

On February 12, 2010, Ameren issued a press release announcing changes to the Ameren Board.

A copy of the press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1. Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that section and shall not be deemed to be incorporated by reference into any filing of Ameren under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Ameren Corporation Press Release dated February 12, 2010.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMEREN CORPORATION

(Registrant)

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer

Date: February 12, 2010

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Ameren Corporation Press Release dated February 12, 2010.



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FOR IMMEDIATE RELEASE

Ameren's Board of Directors Announces Changes

Three Directors to Complete Service at Annual Meeting and One New Director Nominated

ST. LOUIS, MO, Feb. 12, 2010—The Board of Directors of Ameren Corporation announced today that Ameren Executive Chairman Gary L. Rainwater, 63, plans to retire from Ameren at the annual shareholders meeting scheduled for April 27, 2010. In connection with his retirement, Rainwater has requested the board not nominate him for membership on the Ameren board at that meeting.

Rainwater has served as executive chairman of the board since May 2009, when Thomas R. Voss succeeded him as president and chief executive officer.

"I have been serving as executive chairman for the past several months to ease the transition to new leadership," said Rainwater. "I believe under Tom and his team that the company is heading in the right direction and that this is the right time to retire."

Voss said that the company is deeply grateful for Rainwater's more than 30 years service to the company and its subsidiaries. "Gary was the driving force behind the creation of Ameren Corporation—a company that now serves triple the number of customers it did a decade ago. His vision and leadership will be missed," Voss added.

Two other directors—Susan S. Elliott, 72, and Douglas R. Oberhelman, 56—are also leaving the board with today's meeting marking their last regularly scheduled board session before the annual meeting. All three directors will complete the term of their service at the annual shareholders meeting.

Elliott, chairman and chief executive officer of Systems Service Enterprises, Inc. (SSE), submitted her resignation from the board in accordance with Ameren's retirement policy for directors who reach age 72 prior to the date of the annual meeting. Douglas R. Oberhelman, vice chairman and CEO-Elect of Caterpillar Inc., has asked that the board not nominate him for re-election because of increased responsibilities at Caterpillar.

Voss added that Elliott and Oberhelman have served Ameren with great distinction. Both have been Ameren directors since 2003. "Susan Elliott served on our Audit and Risk and Nuclear Oversight committees, which require strong skills in assessing the strength of internal controls; her significant experience in information systems provided a valuable perspective."

He said that Oberhelman's strong financial and executive management background brought a wealth of business experience to the Ameren board and to his tenure on the Audit and Risk and Nominating and Corporate Governance committees. "Doug's service on two major board committees led to a significant change in our approach to risk management and strengthened our governance policies," Voss said.

Voss also added that, although the board is losing three directors, in December 2009, Stephen R. Wilson, 61, chairman, president and chief executive officer of CF Industries Holdings, Inc., was elected to serve as a director on the Ameren board. Wilson serves on Ameren's Audit and Risk and Nuclear Oversight committees.

In addition, at today's meetings, the Nominating and Corporate Governance Committee recommended, and the board of directors approved, the nomination of Steven H. Lipstein, 53, president and chief executive officer of BJC HealthCare, to stand for election to the Ameren board at the annual shareholders meeting. BJC HealthCare is one of the largest not-for-profit health care organizations in the country and Lipstein serves on a number of regional and national hospital association boards and on several St. Louis civic organization boards. He is also a member of the board of directors of the Federal Reserve Bank of St. Louis and is currently serving in his second year as chairman.

Today, Ameren's board, upon the recommendation of the Nominating and Corporate Governance Committee, nominated the remaining directors to stand for re-election at the annual meeting.

With assets of \$24 billion, Ameren serves 2.4 million electric customers and nearly one million natural gas customers in a 64,000-square-mile area of Missouri and Illinois.

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