

## OMB APPROVAL

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

## SCHEDULE 14A

**FILED<sup>3</sup>**

APR 20 2007

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Missouri Public  
Service Commission

Filed by the Registrant ☒  
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
☒ Definitive Proxy Statement  
☐ Definitive Additional Materials  
☐ Soliciting Material Pursuant to §240.14a-12

*OPC* Exhibit No. 428  
Case No(s) EP-2007-0002  
Date 3-19-07 Rptr PF

**AMEREN CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- ☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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SEC 1913 (02-02)

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
AND PROXY STATEMENT OF AMEREN CORPORATION**

Time and Date: 9:00 A.M.  
Tuesday  
April 24, 2007

Place: The Saint Louis Art Museum  
Forest Park  
One Fine Arts Drive  
St. Louis, Missouri  
(Free parking will be available)

**IMPORTANT**

***If you plan to attend the annual meeting of shareholders, please advise the Company in your proxy vote (by telephone or the Internet or by checking the appropriate box on the proxy card) and bring the Admission Ticket on the reverse side of your proxy instruction card. Persons without tickets will be admitted to the meeting upon verification of their shareholdings in the Company. If your shares are held in the name of your broker, bank or other nominee, you must bring an account statement or letter from the nominee indicating that you were the beneficial owner of the shares on March 6, 2007, the record date for voting. Please note that cameras and other recording devices will not be allowed in the meeting.***

Please vote by proxy (via telephone or the Internet or the enclosed proxy card) even if you own only a few shares. If you attend the meeting and want to change your proxy vote, you can do so by voting in person at the meeting.

**AMEREN CORPORATION**  
**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

*To the Shareholders of*

AMEREN CORPORATION

We will hold the Annual Meeting of Shareholders of Ameren Corporation at The Saint Louis Art Museum, Forest Park, One Fine Arts Drive, St. Louis, Missouri, on Tuesday, April 24, 2007, at 9:00 A.M., for the purposes of

- (1) electing 12 Directors of the Company for terms ending at the 2008 annual meeting of shareholders;
- (2) ratifying the appointment of independent registered public accountants for the fiscal year ending December 31, 2007;
- (3) considering a shareholder proposal relating to releases from the Callaway Plant, if presented at the meeting; and
- (4) acting on other proper business presented to the meeting.

The Board of Directors of the Company presently knows of no other business to come before the meeting.

If you owned shares of the Company's Common Stock at the close of business on March 6, 2007, you are entitled to vote at the meeting and at any adjournment thereof. All shareholders are requested to be present at the meeting in person or by proxy so that a quorum may be assured.

You may vote via telephone or the Internet or, if you prefer, you may sign and return the enclosed proxy card in the enclosed envelope. Your prompt vote by proxy will reduce expenses. Instructions for voting by telephone or the Internet are included with this mailing. If you attend the meeting, you may revoke your proxy by voting in person.

By order of the Board of Directors.



Secretary

St. Louis, Missouri  
March 13, 2007

## TABLE OF CONTENTS

<u>Section</u>	<u>Page</u>
FORWARD-LOOKING INFORMATION .....	1
INFORMATION ABOUT THE ANNUAL SHAREHOLDERS MEETING .....	1
VOTING .....	1
Who Can Vote .....	1
How You Can Vote .....	2
How You Can Revoke Your Proxy .....	3
OTHER ANNUAL MEETING MATTERS .....	3
How You Can Obtain Materials for the Annual Meeting .....	3
How You Can Review the List of Shareholders .....	3
Webcast of the Annual Meeting .....	3
ITEMS YOU MAY VOTE ON .....	4
Item (1): Election of Directors .....	4
Information Concerning Nominees to the Board of Directors .....	4
Board Structure .....	8
Human Resources Committee Interlocks and Insider Participation .....	10
Corporate Governance .....	13
Director Compensation .....	18
Item (2): Ratification of the Appointment of Independent Registered Public Accountants for the Fiscal Year Ending December 31, 2007 .....	21
Item (3): Shareholder Proposal Relating to Releases from the Callaway Plant .....	21
Other Matters .....	23
SECURITY OWNERSHIP .....	24
Security Ownership of More Than Five Percent Shareholders .....	24
Security Ownership of Directors and Management .....	25
Stock Ownership Requirements .....	26
Section 16(a) Beneficial Ownership Reporting Compliance .....	26
EXECUTIVE COMPENSATION .....	27
Human Resources Committee Report .....	27
Compensation Discussion and Analysis .....	27
Compensation Tables and Narrative Disclosures .....	36
Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table .....	38
Pension Benefits .....	40
Nonqualified Deferred Compensation .....	42
Other Potential Post-Employment Payments .....	43
AUDIT COMMITTEE REPORT .....	49
INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS .....	50
Fees for Fiscal Years 2006 and 2005 .....	50
Policy Regarding the Approval of Independent Registered Public Accountants Provision of Audit and Non-Audit Services .....	50
SHAREHOLDER PROPOSALS .....	51
PROXY SOLICITATION .....	51
FORM 10-K .....	51
Policy Regarding Nominations of Directors .....	Appendix A

# COMPENSATION TABLES AND NARRATIVE DISCLOSURES

The following table sets forth compensation information for our Executives for services rendered in all capacities to the Company and its subsidiaries in fiscal year 2006.

## SUMMARY COMPENSATION TABLE

Name and Principal Position at December 31, 2006(1)	Year	Salary(2)	Bonus(2)	Stock Award(3)	Option Awards(4)	Non-Equity Incentive Plan Compensation(2)(5)	Change in Pension Value and Nonqualified Def. Comp. Earnings(6)	All Other Compensation(7)	Total
(a)	(b)	(\$)(c)	(\$)(d)	(\$)(e)	(\$)(f)	(\$)(g)	(\$)(h)	(\$)(i)	(\$)(j)
G.L. Rainwater Chairman, President and Chief Executive Officer, Ameren	2006	900,000	—	1,722,938	—	243,000	352,088	26,366	3,244,392
W.L. Baxter Executive Vice President and Chief Financial Officer, Ameren	2006	500,000	—	491,898	—	180,000	76,060	22,042	1,270,000
T.R. Voss Executive Vice President and Chief Operating Officer, Ameren	2006	440,000	—	468,068	—	118,800	151,572	18,250	1,196,690
S.R. Sullivan Senior Vice President, General Counsel and Secretary, Ameren	2006	380,000	—	348,511	—	119,700	92,733	9,611	950,555
C.D. Naslund Senior Vice President and Chief Nuclear Officer, UE	2006	335,000	—	215,882	—	100,500	94,675	13,750	759,807

- (1) Includes compensation received as an officer of Ameren and its subsidiaries, except that Mr. Naslund serves as an officer of UE only and not of Ameren or its other subsidiaries.
- (2) All cash compensation received by each Executive for fiscal year 2006 is found in either the Salary or Non-Equity Incentive Plan Compensation column of this Table. The amounts that would generally be considered "bonus" awards are found under the Non-Equity Incentive Plan Compensation column.
- (3) The amounts in column (e) reflect the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with FAS 123R of restricted stock awards under our Long-Term Incentive Plan of 1998 and PSU awards under our 2006 Omnibus Incentive Compensation Plan without regard to estimated forfeitures related to service-based vesting conditions and thus, include amounts from awards granted in and, in the case of restricted stock awards, prior to 2006. Assumptions used in the calculation of these amounts are described in Note 11 to our audited financial statements for the fiscal year ended December 31, 2006 included in our 2006 Form 10-K.
- (4) None of the Executives received any option awards in 2006.
- (5) Represents payouts for 2006 performance under the EIP. See "— COMPENSATION DISCUSSION AND ANALYSIS" for a discussion of how amounts were determined.
- (6) Amounts shown in column (h) are the sum of (1) the increase in the actuarial present value of each Executive's accumulated benefit under all defined benefit and actuarial pension plans (including the SRP) from December 31, 2005 to December 31, 2006 and (2) the difference between the interest rate credited in the Company's deferred compensation plans and 120% of the Internal Revenue Service ("IRS") long-term Applicable Federal Rate published by the IRS and calculated as of January 1, 2007. The table below shows the allocation of these amounts for each Executive. For 2006, the applicable interest rate was 7.86%. The above-market earnings equal that amount minus 120% of the Applicable Federal Rate of 5.70% published by the IRS, and calculated as of January 2007.