

Heflin Adam C
Form 4
January 24, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Heflin Adam C

2. Issuer Name and Ticker or Trading Symbol
AMEREN CORP [AEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 66149

3. Date of Earliest Transaction (Month/Day/Year)
01/22/2013

____ Director
____ Officer (give title below) 10% Owner
____ Other (specify below)
Sr. Vice Pres. of Subsidiary

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ST. LOUIS, MO 63166-6149

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, \$.01 Par Value					3,687 ⁽¹⁾	I	By 401(K)
Common Stock, \$.01 Par Value	01/22/2013		F		<u>1,039</u> ⁽²⁾ \$ 31.7	D	
Common Stock, \$.01 Par Value	01/22/2013		M		1,097 \$ 0	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Units	(4)	01/22/2013		M	7,352	(4) 12/31/2012	Common Stock	7,352

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heflin Adam C P.O. BOX 66149 ST. LOUIS, MO 63166-6149				Sr. Vice Pres. of Subsidiary

Signatures

G. L. Waters, Asst. Secy. of Ameren Corporation, attorney in fact for Adam C. Heflin 01/24/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amount includes a total of 629 shares acquired either monthly through exempt purchases or quarterly through reinvested dividends from January through December 2012 at prices ranging from \$29.39 to \$34.59 per share.
- (2) Sold to cover Mr. Heflin's tax liability for acquiring performance shares that have vested.
- (3) Amount includes a total of 347 shares acquired during the first through fourth quarters of 2012 through reinvested dividends at prices ranging from \$30.59 to \$33.40 per share.
- (4) Each performance unit represents a contingent right to receive one share of Ameren common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.