

SECURITIES AND EXCHANGE COMMISSION

FORM RW

Registration withdrawal request

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FILER

UNION ELECTRIC CO

CIK: **100826** | IRS No.: **430559760** | State of Incorporation: **MO** | Fiscal Year End: **1231**
Type: **RW** | Act: **NE** | File No.: **033-32971** | Film No.: **98501131**
SIC: **4911** Electric services

Mailing Address
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ST LOUIS MO 63103*

Business Address
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UNION ELECTRIC
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(314) 621-3222

December 31, 1997

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

ATTN: Document Control - EDGAR

- (1) Re: Union Electric Company
Form S-3 Registration Statement
(Dividend Reinvestment and Stock Purchase Plan)
Reg. No. 2-96198
- (2) Re: Union Electric Company
Form S-8 Registration Statement
(Tax Reduction Act Stock Ownership Plan)
Reg. No. 2-64291
- (3) Re: Union Electric Company
Form S-8 Registration Statement
(Employee Stock Ownership Plan)
Reg. No. 2-90959
- (4) Re: Union Electric Company
Form S-8 Registration Statement
(Savings Investment Plan for Management Employees)
Reg. No. 33-31638
- (5) Re: Union Electric Company
Form S-8 Registration Statement
(Savings Investment Plan For Contract Employees)
Reg. No. 33-32971
- (6) Re: Union Electric Company
Form S-8 Registration Statement
(Savings Investment Plan)
Reg. No. 33-60330)

(7) Re: Union Electric Company
Form S-8 Registration Statement
(Long-Term Incentive Plan of 1995)
Reg. No. 33-64359

Ladies and Gentlemen:

Pursuant to mergers to be effective on the date of this letter (the "Mergers"), Union Electric Company will become a wholly-owned subsidiary of Ameren Corporation. The Mergers are described in the Form S-4 Registration Statement of Ameren Corporation filed with the Securities and Exchange Commission on November 13, 1995 (Reg. No. 33-64165) and in the Current Report on Form 8-K of Ameren Corporation to be filed following the Mergers. Following the Mergers, the securities offered under the above-described Plans will consist of Common Stock of Ameren Corporation and related Plan interests, and Common Stock of Union Electric Company will no longer be offered under such Plans. The securities to be offered under such Plans will be registered under the Securities Act of 1933 on the applicable forms by Ameren Corporation immediately following the Mergers.

Accordingly, pursuant to Rule 477 under the Securities Act of 1933, Union Electric Company hereby applies for the withdrawal of the above-captioned Registration Statements.

Very truly yours,

UNION ELECTRIC COMPANY

By: James C. Thompson

Its Secretary