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AMERISOURCEBERGEN CORP

Form 3/A October 06, 2008

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF 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 2. Date of Event

3. Issuer Name and Ticker or Trading Symbol Requiring Statement AMERISOURCEBERGEN CORP [ABC] GOCHNAUER RICHARD W (Month/Day/Year) 09/25/2008 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1300 MORRIS DRIVE 09/29/2008 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Director 10% Owner _X_ Form filed by One Reporting Officer Other (give title below) (specify below) CHESTERBROOK, PAÂ 19087 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities (Instr. 4) Beneficially Owned Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Common Stock 1,307 (1) D Â Â D Common Stock $180^{(2)}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security	Date Exercisable and	3. Title and Amount of	4.	5.	Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Nonqualified Stock Option	09/25/2009	09/25/2017	Common Stock	4,139 (3)	\$ 38.26	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
GOCHNAUER RICHARD W 1300 MORRIS DRIVE	ÂX	Â	Â	Â		
CHESTERBROOK, PA 19087						

Signatures

John G. Chou for Richard W.
Gochnauer
10/06/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Initial award of restricted stock granted on date of election to the Board of Directors. Restricted Stock vests 100% on the third anniversary of the date of grant
- (2) Pro-rated quarterly grant of restricted stock in lieu of retainer that vests 100% on the third anniversary of the date of grant.
- (3) Initial prorated award of nonqualified stock options granted on the date of election to the Board of Directors. Stock Options are exercisable in three equal annual installments on 09/25/09, 09/25/10 and 09/25/11

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.

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