

McGee Henry Wadsworth III
 Form 4
 May 04, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 McGee Henry Wadsworth III

2. Issuer Name and Ticker or Trading Symbol
 AMERISOURCEBERGEN CORP
 [ABC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1300 MORRIS DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

CHESTERBROOK, PA 19087

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

(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)
Common Stock	05/02/2011		M			7,180	A \$ 13.3574	28,674	D	
Common Stock	05/02/2011		M			18,520	A \$ 15.3219	47,194	D	
Common Stock	05/02/2011		M			13,281	A \$ 17.775	60,475	D	
Common Stock	05/02/2011		A			455	A \$ 0 ⁽¹⁾	60,930	D	
Common Stock	05/02/2011		S			38,981	D \$ 41.0001	21,949	D	

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Common Stock 05/02/2011 G V 1,528 D \$ 0 20,421 D

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

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SEC 1474
(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 Underlying Security (Instr. 3 and 4)
Non-qualified Stock Option	\$ 13.3574	05/02/2011		M	7,180	11/01/2005 ⁽²⁾ 11/01/2014	Common Stock
Non-qualified Stock Option	\$ 15.3219	05/02/2011		M	18,520	03/07/2006 ⁽³⁾ 03/07/2015	Common Stock
Non-qualified Stock Option	\$ 17.775	05/02/2011		M	13,281	02/20/2010 ⁽⁴⁾ 02/20/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGee Henry Wadsworth III 1300 MORRIS DRIVE CHESTERBROOK, PA 19087		X		

Signatures

John G. Chou for Henry W. McGee 05/04/2011

**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)

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Quarterly grant of restricted stock received in lieu of retainer for no consideration and vests 100% on the third anniversary of the date of grant.

- (2) Exercisable in three equal annual installments on 11/1/05, 11/1/06 and 11/1/07
- (3) Exercisable in three equal annual installments on 3/7/06, 3/7/07 and 3/7/08
- (4) Exercisable in three equal annual installments on 02/20/2010, 02/20/2011 and 02/20/2012

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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