

DICANDILO MICHAEL D

Form 4

February 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DICANDILO MICHAEL D

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)
01/30/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Sr. VP & CFO

CHESTERBROOK, PA 19087

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/30/2006		M		3,000	A	\$ 12.1563	11,000 D
Common Stock	01/30/2006		M		10,000	A	\$ 14.2656	21,000 D
Common Stock	01/30/2006		M		18,000	A	\$ 18.7969	39,000 D
Common Stock	01/30/2006		M		6,000	A	\$ 14.8438	45,000 D
Common Stock	01/30/2006		M		12,000	A	\$ 6.2188	57,000 D

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Common Stock 01/30/2006 S 49,000 D \$ 43.3405 8,000 ⁽¹⁾ 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 12.1563	01/30/2006		M	3,000	11/12/1997 11/12/2006	Common Stock	3,000
Non-qualified stock option (right to buy)	\$ 14.2656	01/30/2006		M	10,000	12/15/1998 12/15/2007	Common Stock	10,000
Non-qualified stock option (right to buy)	\$ 18.7969	01/30/2006		M	18,000	03/03/2000 03/03/2009	Common Stock	18,000
Non-qualified stock option (right to buy)	\$ 14.8438	01/30/2006		M	6,000	04/28/2000 04/28/2009	Common Stock	6,000
Non-qualified stock option (right to buy)	\$ 6.2188	01/30/2006		M	12,000	12/01/2000 12/01/2009	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DICANDILO MICHAEL D 1300 MORRIS DRIVE CHESTERBROOK, PA 19087	Sr. VP & CFO

Signatures

John G. Chou for Michael D.
DiCandilo

02/01/2006

__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) Adjusted in accordance with the Company's 2-for-1 stock split in the form of a dividend effective December 28, 2005.
 - (2) Mr. DiCandilo continues to hold options exercisable for 586,000 shares (466,000 of which are fully vested).

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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