

AES CORP
Form 4
February 23, 2016

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 *
O'Flynn Thomas M.

(Last) (First) (Middle)

4300 WILSON BOULEVARD

(Street)

ARLINGTON, VA 22203

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AES CORP [AES]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP and CFO

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

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	02/19/2016		A		31,409	A	<u>(1)</u>	239,674	D	
Common Stock	02/19/2016		F		10,397 <u>(2)</u>	D	\$ 9.41	229,277	D	
Common Stock	02/19/2016		F		2,452 <u>(3)</u>	D	\$ 9.41	226,825	D	
Common Stock	02/19/2016		F		3,712 <u>(4)</u>	D	\$ 9.41	223,113	D	
Common Stock	02/19/2016		A		47,179	A	<u>(5)</u>	270,292	D	

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Common Stock 7,584 ⁽⁶⁾ I by 401(k)

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)	8. Price of Derivative Security (Instr. 3)
				Code	V	(A)	(D)	
Units	<u>(7)</u>	02/19/2016		A		5,053	<u>(7)</u> <u>(7)</u> Common Stock	5,053 \$ 9.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
O'Flynn Thomas M. 4300 WILSON BOULEVARD ARLINGTON, VA 22203	EVP and CFO

Signatures

/s/ Thomas M.
O'Flynn 02/23/2016

**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).

This Performance Stock Unit ("PSU") was granted on February 15, 2013 pursuant to The AES Corporation 2003 Long Term

(1) Compensation Plan. After the prescribed three year vesting period, the AES Board of Directors approved the performance value for the grant. Each earned PSU entitles the holder to one share of AES Common Stock.

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- (2) Reflects tax withholding in connection with the vesting and settlement of earned PSUs granted in February 2013.
- (3) Reflects tax withholding in connection with the vesting and settlement of one third of the Restricted Stock Units ("RSUs") granted in February 2014.
- (4) Reflects tax withholding in connection with the vesting and settlement of one third of RSUs granted in February 2015.

This RSU award was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will vest in three equal annual
- (5) installments beginning on February 19, 2017, if certain continuing employment conditions are satisfied. If such conditions are satisfied, each RSU entitles the holder to one share of AES Common Stock.
- (6) Since the last Form 4 filing on February 17, 2016, the reporting person acquired 84 shares of AES Common Stock under The AES Corporation Retirement Savings Plan. This information is based on a plan statement dated February 19, 2016.

These units were awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). Generally, units under the
- (7) Restoration Plan are paid out in cash following termination of employment or later per the Restoration Plan document. Each unit represents a hypothetical AES investment equal to one share of AES Common Stock, and units under the Restoration Plan are 100% vested upon award.

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.