

GERLACH JAMES M
Form 5
February 12, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
GERLACH JAMES M

2. Issuer Name and Ticker or Trading Symbol
AMERICAN EQUITY INVESTMENT LIFE HOLDING CO [AEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

5000 WESTOWN PARKWAY,
SUITE 440

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WEST DES MOINES, IA 50266

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) | (A) or (D) | Amount or Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|-----------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 172,000 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,500 | I | By Spouse |

Reminder: Report on a separate line for each class of securities beneficially 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.

SEC 2270 (9-02)

Edgar Filing: GERLACH JAMES M - Form 5

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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----|----------------------------------------------------------|------------------|-------------------------------------------------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Options - Right to Buy | \$ 10.85 | Â | Â | Â | Â | Â | 06/11/2011 | 06/11/2018 | Common Stock | 40,000 |
| Options - Right to Buy | \$ 10.77 | Â | Â | Â | Â | Â | 06/30/2005 | 12/31/2014 | Common Stock | 17,500 |
| Options - Right to Buy | \$ 11 | Â | Â | Â | Â | Â | 06/10/2004 | 06/10/2014 | Common Stock | 15,000 |
| Options - Right to Buy | \$ 9 | Â | Â | Â | Â | Â | 12/04/2003 | 12/04/2013 | Common Stock | 15,000 |
| Options - Right to Buy | \$ 9.67 | Â | Â | Â | Â | Â | 12/29/2000 | 12/29/2010 | Common Stock | 30,000 |
| Options - Right to Buy | \$ 9.67 | Â | Â | Â | Â | Â | 05/05/2000 | 05/05/2010 | Common Stock | 17,200 |
| Options - Right to Buy | \$ 7.33 | Â | Â | Â | Â | Â | 04/14/1999 | 04/14/2009 | Common Stock | 8,200 |
| American Equity Capital Trust I 8% Conv TP | \$ 10 | Â | Â | Â | Â | Â | 09/30/2002 | 09/30/2029 | Common Stock | 3,000 |
| Deferred Compensation | \$ 3.33 | Â | Â | Â | Â | Â | Â ⁽¹⁾ | Â ⁽¹⁾ | Common Stock | 24,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GERLACH JAMES M 5000 WESTOWN PARKWAY, SUITE 440 WEST DES MOINES, IA 50266 | Â X | Â | Â Executive Vice President | Â |

Signatures

Debra J. Richardson, by Power of
Attorney

02/12/2009

__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).

Deferred Compensation Payment is exercisable on the 10th business day after the occurrence of any of the following events: (i) action of (1) the Board of Directors; (ii) written notification of employee's resignation; (iii) employee's termination of employment; (iv) employee's disability; (v) employee's death.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.