

GERLACH JAMES M
Form 5
February 14, 2012

FORM 5

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

OMB APPROVAL

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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)

(Last) (First) (Middle)

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

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

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

6. Individual or Joint/Group Reporting
(check applicable line)

Â

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 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 Amount (A) or (D) Price | 191,783 | D | Â |

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

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

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------------|---|
| | | | | | | (A) | (D) | |
| Options - Right to Buy | \$ 9.27 | Â | Â | Â | Â | Â | 06/11/2013 06/11/2020 | Common Stock 2 |
| Options - Right to Buy | \$ 10.24 | Â | Â | Â | Â | Â | 03/15/2013 03/15/2016 ⁽¹⁾ | Common Stock 4 |
| Options - Right to Buy | \$ 7 | Â | Â | Â | Â | Â | 05/08/2012 05/08/2019 | Common Stock 20 |
| Options - Right to Buy | \$ 10.85 | Â | Â | Â | Â | Â | 06/11/2011 06/11/2018 | Common Stock 40 |
| Options - Right to Buy | \$ 10.77 | Â | Â | Â | Â | Â | 06/30/2005 12/31/2014 | Common Stock 1 |
| Options - Right to Buy | \$ 11 | Â | Â | Â | Â | Â | 06/10/2004 06/10/2014 | Common Stock 15 |
| Options - Right to Buy | \$ 9 | Â | Â | Â | Â | Â | 12/04/2003 12/04/2013 | Common Stock 15 |
| American Equity Capital Trust I 8% Conv TP | \$ 8.1 | Â | Â | Â | Â | Â | 09/30/2002 09/30/2029 | Common Stock 3 |
| Deferred Compensation | Â | Â | Â | Â | Â | Â | Â ⁽³⁾ Â ⁽³⁾ | Common Stock 2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GERLACH JAMES M | Â X | Â | Â | Â |
| Â | | | | |

Signatures

Debra J. Richardson, by Power of
Attorney

02/14/2012

__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) Corrected expiration date of this derivative security from what was filed as of December 31, 2010, to actual expiration date.
 - (2) Each share deemed to be held by the Deferred Compensation Plan represents the right to receive one share of AEL common stock or the cash value thereof.

Deferred Compensation payment is exercisable on the 10th business day after the occurrence on any of the following events: (i) action of
 - (3) 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.