

WHITFIELD HARLEY A

Form 5/A

May 16, 2011

FORM 5**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).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
WHITFIELD HARLEY A

(Last) (First) (Middle)

6000 WESTOWN PARKWAY

(Street)

WEST DES MOINES, IA 50266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolAMERICAN EQUITY
INVESTMENT LIFE HOLDING
CO [AEL]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20104. If Amendment, Date Original
Filed(Month/Day/Year)
02/15/20115. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Reporting
(check applicable line)☒ 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 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 Â Â	22,000	D	Â

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)**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 Securities (Instr. 3 and 4)		8.
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options - Right to Buy	\$ 9.27	Â	Â	Â	Â	Â	06/11/2013	06/10/2020	Common Stock	10,500 <u>(1)</u>	
Options - Right to Buy	\$ 5.85	Â	Â	Â	Â	Â	06/04/2012	06/04/2019	Common Stock	10,000	
Options - Right to Buy	\$ 10.85	Â	Â	Â	Â	Â	06/11/2011	06/11/2018	Common Stock	10,000	
Options - Right to Buy	\$ 10.77	Â	Â	Â	Â	Â	06/30/2005	12/31/2014	Common Stock	1,000	
Options - Right to Buy	\$ 11	Â	Â	Â	Â	Â	06/10/2004	06/10/2014	Common Stock	1,000	
Options - Right to Buy	\$ 9	Â	Â	Â	Â	Â	12/04/2003	12/04/2013	Common Stock	1,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITFIELD HARLEY A 6000 WESTOWN PARKWAY WEST DES MOINES, IA 50266	Â X	Â	Â	Â

Signatures

Debra J. Richardson, by Power of Attorney

05/16/2011

**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) Amended to reflect correct number of options granted 6/11/2010 to conform to plan requirements.

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.