

WHITFIELD HARLEY A

Form 5

February 14, 2012

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: 3235-0362
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1. Name and Address of Reporting Person *
WHITFIELD HARLEY A

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)

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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☒ 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)
				(A) or Amount (D) Price			
Common Stock	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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options - Right to Buy	\$ 12.26	Â	Â	Â	Â Â	06/09/2014 06/09/2021 ⁽¹⁾	Common Stock 15,000
Options - Right to Buy	\$ 9.27	Â	Â	Â	Â Â	06/11/2013 06/11/2020 ⁽²⁾	Common Stock 10,500
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	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 on Form 4 on June 10, 2011, to actual expiration date.

(2) Corrected expiration date of this derivative security from what was filed as of December 31, 2010, to actual expiration date.

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.