

AES CORP

Form 4

December 04, 2006

**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 \*  
**HEMPHILL ROBERT F JR**

(Last) (First) (Middle)

**C/O THE AES  
CORPORATION, 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)  
**11/30/2006**

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)  
Executive VP

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/01/2006		S		1,200 <u>(1)</u>	D	\$ 23.38	1,498,208	D
Common Stock	12/01/2006		S		1,200 <u>(1)</u>	D	\$ 23.39	1,497,008	D
Common Stock	12/01/2006		S		2,000 <u>(1)</u>	D	\$ 23.4	1,495,008	D
Common Stock	12/01/2006		S		900 <u>(1)</u>	D	\$ 23.41	1,494,108	D
Common Stock	12/01/2006		S		600 <u>(1)</u>	D	\$ 23.42	1,493,508	D

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Common Stock	12/01/2006	S	200 <sup>(1)</sup>	D	\$ 23.43	1,493,308	D	
Common Stock	12/01/2006	S	3,600 <sup>(1)</sup>	D	\$ 23.44	1,489,708	D	
Common Stock	12/01/2006	S	15,300 <sup>(1)</sup>	D	\$ 23.45	1,474,408	D	
Common Stock						400,527 <sup>(2)</sup>	I	by 401(k) Plan

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.**

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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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(3)	11/30/2006		A	33	(3)	(3)	Common Stock	33
									\$ 23.37

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMPHILL ROBERT F JR C/O THE AES CORPORATION 4300 WILSON BOULEVARD ARLINGTON, VA 22203			Executive VP	

## Signatures

Robert F.  
Hemphill, Jr.

12/04/2006

    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) This sale was executed pursuant to a written plan intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934. Mr. Hemphill's sales plan was adopted on February 6, 2006.
- (2) Based upon the latest plan statement dated 12/04/2006, Mr. Hemphill does not report any change in ownership for shares he holds in The AES Retirement Savings Plan.  
  
These are shares awarded pursuant to the Restoration Retirement Plan (the "Plan"). Mr. Hemphill has elected to defer receipt of compensation otherwise payable to him in the form of stock units, the basis of which is determined to be the Company closing stock price on the last day of each month. The Plan allows for distribution upon a date(s) specified by the participant in the event of the participant's unforeseeable emergency, death or termination of employment. This amount represents Mr. Hemphill's November 2006 deferral.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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