

AES CORP
Form 4
April 28, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ODEEN PHILIP A

(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)
04/24/2008

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

5. 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 Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	15,000	I	by Joint Ownership

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

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information contained in this form are not
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SEC 1474
(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. Amount or Number of Shares
Units	<u>(1)</u>	04/24/2008		A	11,761	<u>(1)</u> <u>(1)</u>	Common Stock	11,761
Stock Option Grant (Right to buy)	\$ 17.71	04/24/2008		A	9,396	<u>(2)</u> 04/24/2018	Common Stock	9,396

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODEEN PHILIP A C/O THE AES CORPORATION 4300 WILSON BOULEVARD ARLINGTON, VA 22203	X			

Signatures

Philip A. Odeen 04/28/2008

__Signature of Date
Reporting Person

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).
- Pursuant to the Amended and Restated Deferred Compensation Plan for Directors of The AES Corporation (the "Company"), Non Employee Directors may elect to defer receipt of annual cash compensation otherwise payable to such Director in the form of stock units on the day that the Non Employee Director is elected to the Board of Directors for the plan year for which a stock unit election is made or
- (1) on a date determined by the Board of Directors. A Non Employee Director is not eligible to receive a distribution from his/her deferred account until such Director ceases to be a Board member. This distribution will be made as soon as practicable after the date the Director terminates service on the Board, and will be made in accordance with the Director's Distribution Election Notification. Each stock unit is the economic equivalent of one share of AES Common stock.
- (2) This stock option award was granted pursuant to The AES Corporation 2001 Plan for Outside Directors (as Amended and Restated). This award will vest in three equal annual installments such that one third will vest on 4/24/2009, one third will vest on 4/24/2010 and the

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remaining third will vest on 4/24/2011.

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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