

AES CORP
Form 4
February 23, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
miller brian a

(Last) (First) (Middle)
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)
02/19/2016

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)
EVP, General Counsel and Secy

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/19/2016 | | A | | 22,363 A \$177,148 | D | |
| Common Stock | 02/19/2016 | | F | | 7,403 (2) D \$9.41 169,745 | D | |
| Common Stock | 02/19/2016 | | F | | 1,769 (3) D \$9.41 167,976 | D | |
| Common Stock | 02/19/2016 | | F | | 2,215 (4) D \$9.41 165,761 | D | |
| Common Stock | 02/19/2016 | | A | | 27,976 A \$193,737 | D | |

Common Stock 38,810 ⁽⁶⁾ I By 401(k) Plan

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)

| 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 or Value of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|---------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| Units | <u>(7)</u> | 02/19/2016 | | A | 4,176 | <u>(7)</u> | <u>(7)</u> | Common Stock | 4,176 | \$ 9.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| miller brian a 4300 WILSON BOULEVARD ARLINGTON, VA 22203 | | | EVP, General Counsel and Secy | |

Signatures

/s/Brian A. Miller 02/23/2016

**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).
- This Performance Stock Unit ("PSU") was granted on February 15, 2013 pursuant to The AES Corporation 2003 Long Term Compensation Plan. After the prescribed three year vesting period, the AES Board of Directors approved the performance value for the grant. Each earned PSU entitles the holder to one share of AES Common Stock.

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- (2) Reflects tax withholding in connection with the vesting and settlement of earned PSUs granted in February 2013.
- (3) Reflects tax withholding in connection with the vesting and settlement of one third of the Restricted Stock Units ("RSUs") granted in February 2014.
- (4) Reflects tax withholding in connection with the vesting and settlement of one third of RSUs granted in February 2015.
This RSU award was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will vest in three equal annual
- (5) installments beginning on February 19, 2017, if certain continuing employment conditions are satisfied. If such conditions are satisfied, each RSU entitles the holder to one share of AES Common Stock.
- (6) Since the last Form 4 filing on February 17, 2016, the reporting person acquired 446 shares of AES Common Stock under The AES Corporation Retirement Savings Plan. This information is based on a plan statement dated February 19, 2016.
These units were awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). Generally, units under the
- (7) Restoration Plan are paid out in cash following termination of employment or later per the Restoration Plan document. Each unit represents a hypothetical AES investment equal to one share of AES Common Stock, and units under the Restoration Plan are 100% vested upon award.

Note: File three copies of this Form, one of which must be manually signed. If space 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.