

NOBLE DAVID J
Form 4
December 21, 2011

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 *
NOBLE DAVID J

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)

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

(Last) (First) (Middle)
6000 WESTOWN PARKWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2011

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

WEST DES MOINES, IA 50265

(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 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)
Common Stock	12/19/2011		J ⁽¹⁾	31,800 A	\$ 10.115	1,668,718 D	

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
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation Plan	(2)	12/19/2011		J(1)		31,900		(3)	(3)	Common Stock	31,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOBLE DAVID J 6000 WESTOWN PARKWAY WEST DES MOINES. IA 50265	X		Executive Chairman	

Signatures

Debra J. Richardson, by Power of Attorney 12/21/2011

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).

During 2009, the reporting person deferred certain amounts of compensation pursuant to a deferral election that was made under a nonqualified deferred compensation arrangement that was not compliant with Internal Revenue Code Section 409A. The amounts deferred were used to purchase shares of common stock in the Deferred Compensation Plan maintained by the issuer for the benefit of the reporting person. The nonqualified deferred compensation arrangement was eligible for voluntary correction under the terms of Internal Revenue Service Notice 2008-113. The voluntary correction provisions required the issuer to pay to the reporting person the amounts deferred that were not compliant with Section 409A and to adjust the reporting person's deferred compensation account for the distribution.

- (2) Each share deemed to be held by the Deferred Compensation Plan represents the right to receive one share of AEL common stock or the cash value thereof.

Shares of AEL common stock deemed held by the Deferred Compensation Plan are payable in AEL common stock or cash following termination of the reporting person's employment with AEL. The reporting person may transfer the AEL stock deemed held in his Deferred Compensation Account into an alternative investment at any time.

- 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.