

AMERICAN EQUITY INVESTMENT LIFE HOLDING CO
 Form 4
 March 15, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GERLACH JAMES M

(Last) (First) (Middle)

6000 WESTOWN PARKWAY

(Street)

WEST DES MOINES, IA 50266

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AMERICAN EQUITY INVESTMENT LIFE HOLDING CO [AEL]

3. Date of Earliest Transaction (Month/Day/Year)
 03/11/2016

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)

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 | 03/11/2016 | | M | | 27,750 | A | \$ 9.27 |
| Common Stock | 03/11/2016 | | M | | 47,250 | A | \$ 10.24 |
| Common Stock | 03/11/2016 | | M | | 20,000 | A | \$ 7 |
| Common Stock | 03/11/2016 | | M | | 40,000 | A | \$ 10.85 |
| Common Stock | 03/11/2016 | | S | | 135,000 | D | \$ 15.3165 |
| | | | | | | | 239,667 |
| | | | | | | | 286,917 |
| | | | | | | | 306,917 |
| | | | | | | | 346,917 |
| | | | | | | | 211,917 |

(1)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Options - Right to Buy | \$ 9.27 | 03/11/2016 | | M | 27,750 | 06/11/2013 06/11/2020 | Common Stock | 27,750 |
| Options - Right to Buy | \$ 10.24 | 03/11/2016 | | M | 47,250 | 03/15/2013 03/15/2016 | Common Stock | 47,250 |
| Options - Right to Buy | \$ 7 | 03/11/2016 | | M | 20,000 | 05/08/2012 05/08/2019 | Common Stock | 20,000 |
| Options - Right to Buy | \$ 10.85 | 03/11/2016 | | M | 40,000 | 06/11/2011 06/11/2018 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GERLACH JAMES M 6000 WESTOWN PARKWAY WEST DES MOINES, IA 50266 | | X | | |

Signatures

Debra J. Richardson, by Power of Attorney 03/15/2016

__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 transaction was executed in multiple trades at prices ranging from \$15.23 to \$15.515. The price reported in column 4 is an average (1) price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares sold and the prices at which the transactions were settled.

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.