

AES CORP
Form 4
February 24, 2015

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 *
Da Santos Bernerd

(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)
02/20/2015

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)
Sr. VP and COO

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	02/20/2015		A		8,915 A \$ 25,238	D	
Common Stock	02/21/2015		F		684 (2) D \$ 11.89 24,554	D	
Common Stock	02/23/2015		F		498 (3) D \$ 11.86 24,056	D	
Common Stock	02/24/2015		F		966 (4) D \$ 11.64 23,090	D	
Common Stock					20,123 (5)	I	by 401(k)

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- (3) Reflects tax withholding in connection with the vesting and settlement of one third of the RSUs granted in February 2013.
- (4) Reflects tax withholding in connection with the vesting and settlement of one third of the RSUs granted in February 2012.

This includes a 3% (of base salary) discretionary retirement savings award granted pursuant to the AES Retirement Savings Plan (the "Plan") as determined by The AES Corporation Board of Directors on February 20, 2015 subject to IRS contribution limits. The closing

- (5) stock price on February 20, 2015 was used to determine the number of shares awarded. In the aggregate between January 9, 2015 and February 20, 2015, this reporting person acquired 936 shares of AES Common Stock under the Plan, which are included in this amount. This information is based on a plan statement dated February 20, 2015.

This stock option award was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will vest in three equal annual installments if certain continuing employment conditions are satisfied. If such conditions are satisfied, the first installment becomes exercisable on February 20, 2016, and the next two installments become exercisable on February 20, 2017 and February 20, 2018, respectively.

- (6)
- (7) These units were awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). Generally, units under this plan are paid out in cash following termination of employment or later as 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.