

RICHARDSON DEBRA J
 Form 5
 February 14, 2012

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 RICHARDSON DEBRA 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 VP & Secretary

(Last) (First) (Middle)

 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

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

6. Individual or Joint/Group Reporting
 (check applicable line)

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Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 104,261 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 4,141 | I | By ESOP |

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

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SEC 2270 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Options - Right to Buy | \$ 9.27 | Â | Â | Â | Â Â | 06/11/2013 06/11/2020 ⁽¹⁾ | Common Stock 27,750 |
| Options - Right to Buy | \$ 10.24 | Â | Â | Â | Â Â | 03/15/2013 03/15/2016 ⁽¹⁾ | Common Stock 47,250 |
| Options - Right to Buy | \$ 7 | Â | Â | Â | Â Â | 05/08/2012 05/08/2019 | Common Stock 40,000 |
| Options - Right to Buy | \$ 10.85 | Â | Â | Â | Â Â | 06/11/2011 06/11/2018 | Common Stock 40,000 |
| Options - Right to Buy | \$ 10.77 | Â | Â | Â | Â Â | 06/30/2005 12/31/2014 | Common Stock 20,000 |
| Options - Right to Buy | \$ 11 | Â | Â | Â | Â Â | 06/10/2004 06/10/2014 | Common Stock 20,000 |
| Options - Right to Buy | \$ 9 | Â | Â | Â | Â Â | 12/04/2003 12/04/2013 | Common Stock 20,000 |
| American Equity Capital Trust I 8% Conv TP | \$ 8.1 | Â | Â | Â | Â Â | 09/30/2002 09/30/2029 | Common Stock 3,703 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RICHARDSON DEBRA J

Â X Â Â Executive VP & Secretary Â

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Signatures

Debra J.
Richardson

02/14/2012

**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).

(1) Corrected expiration date of this derivative security from what was filed as of December 31, 2010, to actual expiration date.

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