

GERLACH JAMES M  
Form 5  
February 12, 2009

**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 \*  
GERLACH JAMES M

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 Vice President

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2008

5000 WESTOWN PARKWAY,  
SUITE 440

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

WEST DES MOINES, IA 50266

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)	Amount or 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	172,000	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,500	I	By Spouse

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 Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
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 17,500
Options - Right to Buy	\$ 11	Â	Â	Â	Â	Â	06/10/2004 06/10/2014	Common Stock 15,000
Options - Right to Buy	\$ 9	Â	Â	Â	Â	Â	12/04/2003 12/04/2013	Common Stock 15,000
Options - Right to Buy	\$ 9.67	Â	Â	Â	Â	Â	12/29/2000 12/29/2010	Common Stock 30,000
Options - Right to Buy	\$ 9.67	Â	Â	Â	Â	Â	05/05/2000 05/05/2010	Common Stock 17,200
Options - Right to Buy	\$ 7.33	Â	Â	Â	Â	Â	04/14/1999 04/14/2009	Common Stock 8,200
American Equity Capital Trust I 8% Conv TP	\$ 10	Â	Â	Â	Â	Â	09/30/2002 09/30/2029	Common Stock 3,000
Deferred Compensation	\$ 3.33	Â	Â	Â	Â	Â	Â <sup>(1)</sup> Â <sup>(1)</sup>	Common Stock 24,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERLACH JAMES M 5000 WESTOWN PARKWAY, SUITE 440 WEST DES MOINES, IA 50266	Â X	Â	Â Executive Vice President	Â

## Signatures

Debra J. Richardson, by Power of  
Attorney

02/12/2009

\_\_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).

Deferred Compensation Payment is exercisable on the 10th business day after the occurrence of any of the following events: (i) action of (1) the Board of Directors; (ii) written notification of employee's resignation; (iii) employee's termination of employment; (iv) employee's disability; (v) employee's death.

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.