

AES CORP  
Form 4  
February 24, 2009

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WOOD MARY E**

(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)  
**02/02/2009**

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)

VP &amp; Controller

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/02/2009		I	(A) or (D) Amount (1) \$ 1,598 7.88	181	I	By 401(k) Plan
Common Stock	02/20/2009		A	(A) or (D) Amount (2) \$ 2,742 6.71	2,923	I	By 401(k) Plan

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  
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SEC 1474  
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.71	02/20/2009		A		30,087		02/20/2010	02/20/2019	Common Stock	30,087
Restricted Stock Units	(4)	02/20/2009		A		13,497		(4)	(4)	Common Stock	13,497
Units	(5)	02/20/2009		A		999		(5)	(5)	Common Stock	999

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOOD MARY E 4300 WILSON BOULEVARD ARLINGTON, VA 22203	VP & Controller

## Signatures

/s/ Mary E.  
Wood 02/24/2009

\*\*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).

(1) Routine rebalance of investment portfolio.

This 8% (of base salary) discretionary retirement saving award was granted pursuant to The AES Retirement Savings Plan (the "Plan") as determined by The AES Corporation Board of Directors on February 20, 2009 subject to applicable IRS contribution limits. The closing stock price on February 20, 2009 was used to determine the number of shares awarded.

(3) 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 employment conditions are satisfied. If such conditions are satisfied, the first installment becomes exercisable on February 20, 2010 and the next two installments become exercisable on February 20, 2011 and February 20, 2012,

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respectively.

This restricted stock unit award ("RSU") was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will vest in three equal installments beginning on February 20, 2010, if certain continuing employment and performance conditions are

- (4) satisfied. If such conditions are satisfied, each RSU entitles the holder to between 0 and 1.5 shares, based on performance, of AES Common Stock or the cash equivalent, such delivery form decision is at the discretion of The AES Corporation Compensation Committee of the Board of Directors on January 1, 2014 or as soon as administratively practicable thereafter.

These units are awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). Generally, units under this plan

- (5) shall be paid out following termination of employment or later as per the terms of the plan document. Each unit is 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.

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