

AES CORP

Form 4

October 16, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ODEEN PHILIP A

(Last) (First) (Middle)

**C/O THE AES
CORPORATION, 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)
10/12/2007

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)
Common Stock			Code V	Amount (D) Price	15,000	I	by Joint Ownership

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

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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)		8. Fair Value of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units	<u>(1)</u> <u>(2)</u>	10/12/2007		A	6,477			<u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	Common Stock	6,477	\$
Stock Options (Right to Buy)	\$ 21.44	10/12/2007		A	5,027			<u>(3)</u>	10/12/2017	Common Stock	5,027	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ODEEN PHILIP A C/O THE AES CORPORATION 4300 WILSON BOULEVARD ARLINGTON, VA 22203	X			

Signatures

Philip A. Odeen 10/16/2007

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) Pursuant to the Amended and Restated Deferred Compensation Plan for Directors of The AES Corporation (the "Company"), Non Employee Directors may elect to defer receipt of annual cash compensation otherwise payable to such Director in the form of stock units on the day that the Non Employee Director is elected to the Board of Directors for the plan year for which a stock unit election is made or on a date determined by the Board of Directors. As previously disclosed in the Company's Form 10-K/A for the year ended December 31, 2006 earlier this year, the Board instituted a moratorium on granting long term compensation awards. On October 12, 2007, the Board lifted the moratorium and issued annual compensation awards to Non Employee Directors. A Non Employee Director is not eligible to make a withdrawal from his/her deferred account until such Director ceases to be a Board member.

(2)

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Footnote #1 Continued. This distribution will be made as soon as practicable after the date the Director terminates service on the Board, and will be made in accordance with the Director's Distribution Election Notification.

- This stock option award was granted pursuant to The AES Corporation 2001 Stock Option Plan for Outside Directors. As previously disclosed in the Company's Form 10-K/A for the year ended December 31, 2006 earlier this year, the Board instituted a moratorium on
- (3) granting long term compensation awards. On October 12, 2007, the Board lifted the moratorium on granting long term compensation awards and issued annual compensation awards to Non Employee Directors. This award will vest in three equal annual installments such that one third will vest on 10/12/2008, one third will vest on 10/12/2009, and the remaining third will vest on 10/12/2010.

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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