

ROSSOTTI CHARLES O

Form 4

April 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ROSSOTTI CHARLES O

2. Issuer Name **and** Ticker or Trading
 Symbol
 AES CORP [AES]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)
 4300 WILSON BOULEVARD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/23/2009

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

ARLINGTON, VA 22203

(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)	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				(A) or (D)	10,000	D	
Common Stock				(A) or (D)	40,000	I	By Joint Ownership

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

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 information contained in this form are not
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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. Pr Deriv Secu (Instr
				Code	V	(A)	(D)	
Units	<u>(1)</u>	04/23/2009		A		32,714	<u>(1)</u>	<u>(1)</u>
							Common Stock	32,714 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSSOTTI CHARLES O 4300 WILSON BOULEVARD ARLINGTON, VA 22203			X	

Signatures

Charles O.
Rossotti

04/27/2009

 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).

- Pursuant to the Amended and Restated Deferred Compensation Plan for Directors of The AES Corporation ("AES"), Non-Employee Directors may elect to defer receipt of annual cash compensation, in addition to the mandatory first 34% of the Annual Retainer, otherwise payable to such Director in the form of stock units, and may also elect to receive his/her Deferred Incentive Compensation Grant in the form of stock units and/or an option grant valued at \$110,000, in the aggregate, on the grant date. The number of stock units
- (1) awarded to a Non-Employee Director is determined by dividing the cash compensation and dollar value of the equity compensation to be awarded in stock units by the closing market price of the Company's Common stock on the grant date. A Non-Employee Director is not eligible to receive a distribution of shares from settlement of his/her stock units until after termination of Board service in accordance with his/her respective Distribution Election Notification. Each stock unit is the economic equivalent of one share of AES Common stock.

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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