

HANRAHAN PAUL T
Form 4
February 24, 2009

FORM 4

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

OMB APPROVAL

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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 *
HANRAHAN PAUL T

(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)
02/20/2009

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)
President and CEO

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	02/20/2009		A	(A) or (D) A	\$ 2,742 (1) 6.71	I	By 401(k) Plan
Common Stock					167,032	D	
Common Stock					110	I	By Spouse

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

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number.

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)
					(A)	(D)	Date Exercisable	Expiration Date	
Restricted Stock Units	(2)	02/20/2009		A	225,186		(2)	(2)	Common Stock
Restricted Stock Units	(3)	02/20/2009		D		75,085	(3)	(3)	Common Stock
Units	(4)	02/20/2009		A	25,225		(4)	(4)	Common Stock
Stock Option (Right to Buy)	\$ 6.71	02/20/2009		A	501,993		02/20/2010	02/20/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HANRAHAN PAUL T 4300 WILSON BOULEVARD ARLINGTON, VA 22203	X		President and CEO	

Signatures

/s/ Paul
Hanrahan 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) This 8% (of base salary) discretionary retirement savings 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. Between January 5 and February 20, 2009, the reporting person acquired 577 shares of AES Common Stock under the Plan.

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- 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
- (2) 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.
- (3) The Company did not meet the threshold performance condition for this 2006 RSU award resulting in the forfeiture of the award.
- These units are awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). The total number of units reflects the total of this award under the Restoration Plan and the existing balances in both the Restoration Plan and The AES Corporation Supplemental Retirement Plan (the "Supplemental Plan"). The Supplemental Plan was frozen in 2004 and no subsequent contributions have been made to it. Units under these plans will be paid out in accordance with Section 409(A) of the Internal Revenue Code and the terms of the relevant plan documents. Each unit is initially equal to one share of AES Common stock and units under the plans are 100% vested upon award.
- (4) 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 continuing 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, respectively.
- (5)

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