

AES CORP  
Form 4  
February 23, 2016

**FORM 4**

**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).

**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 \*  
O'Flynn Thomas M.

(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)  
02/19/2016

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)  
EVP and CFO

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/19/2016		A		31,409 A <u>(1)</u> 239,674	D	
Common Stock	02/19/2016		F		10,397 <u>(2)</u> D \$ 9.41 229,277	D	
Common Stock	02/19/2016		F		2,452 <u>(3)</u> D \$ 9.41 226,825	D	
Common Stock	02/19/2016		F		3,712 <u>(4)</u> D \$ 9.41 223,113	D	
Common Stock	02/19/2016		A		47,179 A <u>(5)</u> 270,292	D	

Common Stock 7,584 <sup>(6)</sup> I by 401(k)

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

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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)	8. Price or Value of Derivative Security (Instr. 3 and 4)
Units	<u>(7)</u>	02/19/2016		A	5,053	<u>(7)</u> <u>(7)</u>	Common Stock	5,053 \$ 9.9

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Flynn Thomas M. 4300 WILSON BOULEVARD ARLINGTON, VA 22203			EVP and CFO	

## Signatures

/s/ Thomas M. O'Flynn 02/23/2016

\*\*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).
- This Performance Stock Unit ("PSU") was granted on February 15, 2013 pursuant to The AES Corporation 2003 Long Term Compensation Plan. After the prescribed three year vesting period, the AES Board of Directors approved the performance value for the grant. Each earned PSU entitles the holder to one share of AES Common Stock.

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- (2) Reflects tax withholding in connection with the vesting and settlement of earned PSUs granted in February 2013.
- (3) Reflects tax withholding in connection with the vesting and settlement of one third of the Restricted Stock Units ("RSUs") granted in February 2014.
- (4) Reflects tax withholding in connection with the vesting and settlement of one third of RSUs granted in February 2015.  
This RSU award was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will vest in three equal annual
- (5) installments beginning on February 19, 2017, if certain continuing employment conditions are satisfied. If such conditions are satisfied, each RSU entitles the holder to one share of AES Common Stock.
- (6) Since the last Form 4 filing on February 17, 2016, the reporting person acquired 84 shares of AES Common Stock under The AES Corporation Retirement Savings Plan. This information is based on a plan statement dated February 19, 2016.  
These units were awarded pursuant to the Restoration Supplemental Retirement Plan ("Restoration Plan"). Generally, units under the
- (7) Restoration Plan are paid out in cash following termination of employment or later per the Restoration Plan document. Each unit represents a hypothetical AES investment 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. 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.