

## AMERICAN EQUITY INVESTMENT LIFE HOLDING CO

Form 4

November 13, 2014

**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 \*  
Johnson Ted Morris

2. Issuer Name **and** Ticker or Trading Symbol  
AMERICAN EQUITY  
INVESTMENT LIFE HOLDING  
CO [AEL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
☒ Officer (give title below) \_\_\_\_\_ 10% Owner  
Other (specify below)  
CFO & Treasurer

(Last) (First) (Middle)  
6000 WESTOWN PARKWAY  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2014

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

WEST DES MOINES, IA 50266

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
|                                    |                                         |                                                       | Code                              | V                                                                    | Amount                                                                                           | (A) or (D)                                                  | Price                                                    |
| Common Stock                       | 11/12/2014                              |                                                       | M                                 |                                                                      | 10,000                                                                                           | A                                                           | \$ 10.85                                                 |
| Common Stock                       | 11/12/2014                              |                                                       | S                                 |                                                                      | 976                                                                                              | D                                                           | \$ 26.83                                                 |
| Common Stock                       | 11/12/2014                              |                                                       | S                                 |                                                                      | 2,100                                                                                            | D                                                           | \$ 26.84                                                 |
| Common Stock                       | 11/12/2014                              |                                                       | S                                 |                                                                      | 2,093                                                                                            | D                                                           | \$ 26.85                                                 |
| Common Stock                       | 11/12/2014                              |                                                       | S                                 |                                                                      | 702                                                                                              | D                                                           | \$ 26.86                                                 |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 11/12/2014 | S | 300   | D | \$ 26.87 | 37,375 | D |
| Common Stock | 11/12/2014 | S | 2,419 | D | \$ 26.88 | 34,956 | D |
| Common Stock | 11/12/2014 | S | 1,400 | D | \$ 26.9  | 33,556 | D |
| Common Stock | 11/12/2014 | S | 10    | D | \$ 26.91 | 33,546 | D |

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

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(9-02)

**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                              |
| Options - Right to Buy                     | \$ 10.85                                               | 11/12/2014                           |                                                    | M                              | 10,000                                                                                  | 06/11/2011 06/11/2018                                    | Common Stock 10,000                                           |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                    |       |
|-------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                         | Director      | 10% Owner | Officer            | Other |
| Johnson Ted Morris<br>6000 WESTOWN PARKWAY<br>WEST DES MOINES, IA 50266 |               |           | CFO &<br>Treasurer |       |

## Signatures

Debra J. Richardson, by Power of Attorney  
11/13/2014

\*\*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).

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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