

NOBLE DAVID J
Form 5
February 15, 2011

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NOBLE DAVID J

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 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2010

6000 WESTOWN PARKWAY
(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

WEST DES MOINES, IA 50266

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 1,636,918 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 237,000 | I | By Twenty Services |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,462 | I ⁽¹⁾ | By ESOP |

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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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options - Right to Buy | \$ 9.27 | Â | Â | Â | Â | 06/11/2013 | 06/10/2020 | Common Stock | 25,000 |
| Options - Right to Buy | \$ 10.65 | Â | Â | Â | Â | 03/31/2013 | 03/30/2016 | Common Stock | 50,000 |
| Options - Right to Buy | \$ 7 | Â | Â | Â | Â | 05/08/2012 | 05/08/2019 | Common Stock | 40,000 |
| Options - Right to Buy | \$ 9 | Â | Â | Â | Â | 12/04/2003 | 12/04/2013 | Common Stock | 50,000 |
| American Equity Capital Trust 1 8% TP | \$ 8.1 | Â | Â | Â | Â | 09/30/2002 | 09/30/2029 | Common Stock | 14,800 |
| American Equity Capital Trust I 8% TP | \$ 8.1 | Â | Â | Â | Â | 09/30/2002 | 09/30/2029 | Common Stock | 7,400 |
| Deferred Compensation Plan | Â | Â | Â | Â | Â | Â (3) | Â (3) | Common Stock | 98,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NOBLE DAVID J 6000 WESTOWN PARKWAY WEST DES MOINES, IA 50266 | Â X | Â | Â Executive Chairman | Â |

Signatures

Debra J. Richardson, by Power of
Attorney

02/11/2011

__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) 1082 shares of the total ESOP ownership reported represent an estimated number for the December 31, 2010 allocation.
 - (2) Each share deemed to be held by the Deferred Compensation Plan represents the right to receive one share of AEL common stock or the cash value thereof.

Shares of AEL Stock deemed held by the Deferred Compensation Plan are payable in AEL common stock or cash following termination
 - (3) of the reporting person's employment with AEL. The reporting person may transfer the AEL stock deemed held in his Deferred Compensation Account into an alternative investment at any time.

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