

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number: 3235-0362
Estimated average burden hours per response: 1.0

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>Grensteiner Ronald James</u> (Last) (First) (Middle) <u>6000 WESTOWN PARKWAY</u> (Street) <u>WEST DES MOINES IA 50265</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN EQUITY INVESTMENT LIFE HOLDING CO [AEL]</u> 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2009</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President</u> |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | 49,589 | D | |
| Common Stock | | | | | | | 1,479 | I | By ESOP ⁽¹⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Options - Right to Buy | \$7 | | | | | | 05/08/2012 | 05/08/2019 | Common Stock | 20,000 | | 20,000 | D | |
| Options - Right to Buy | \$10.85 | | | | | | 06/11/2011 | 06/11/2018 | Common Stock | 10,000 | | 10,000 | D | |
| Options - Right to Buy | \$10.77 | | | | | | 06/30/2005 | 12/31/2014 | Common Stock | 7,500 | | 7,500 | D | |
| Options - Right to Buy | \$11 | | | | | | 06/10/2004 | 06/10/2014 | Common Stock | 15,000 | | 15,000 | D | |
| Options - Right to Buy | \$9 | | | | | | 12/04/2003 | 12/04/2013 | Common Stock | 15,000 | | 15,000 | D | |
| Options - Right to Buy | \$9.67 | | | | | | 12/31/2000 | 12/31/2010 | Common Stock | 30,000 | | 30,000 | D | |
| Options - Right to Buy | \$9.67 | | | | | | 05/05/2000 | 05/05/2010 | Common Stock | 15,000 | | 15,000 | D | |
| Deferred Compensation | \$5.33 | | | | | | (2) | (2) | Common Stock | 4,500 | | 4,500 | D | |

Explanation of Responses:

1. 472 shares of the total ESOP Ownership reported represent an estimated number for the December 31, 2009 allocation.
2. Deferred compensation payment is exercisable within 60 days after the occurrence of the earliest of the following events: (i) employee's termination of employment; (ii) a change of control of company; (iii) action of the Board of Directors; (iv) employee's death.

Debra J. Richardson, By Power of Attorney 02/12/2010

** Signature of Reporting Person Date

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

* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.