

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>RICHARDSON DEBRA J</u>  (Last) (First) (Middle) <u>5000 WESTOWN PARKWAY, SUITE 440</u>  (Street) <u>WEST DES MOINES IA 50266</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>12/31/2004</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>Senior VP &amp; Secretary</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							16,347	D	

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)
Options-Right to Buy	\$10.77	12/31/2004		A	20,000		06/30/2005	12/31/2014	Common	20,000	\$0	20,000	D	
Options-Right to Buy	\$11						06/10/2004	06/10/2014	Common	20,000		20,000	D	
Options-Right to Buy	\$9						12/04/2003	12/04/2013	Common	20,000		20,000	D	
Options-Right to Buy	\$9.67						12/29/2000	12/29/2010	Common	30,000		30,000	D	
Options-Right to Buy	\$9.67						05/05/2000	05/05/2010	Common	17,250		17,250	D	
Options-Right to Buy	\$7.33						04/14/1999	04/14/2009	Common	33,000		33,000	D	
Options-Right to Buy	\$4						06/10/1997	06/10/2007	Common	5,250		5,250	D	
Options-Right to Buy	\$3.33						12/01/1996	12/01/2006	Common	52,500		52,500	D	
Subscription Rights	\$5.33						12/01/1997	12/31/2005	Common	116,250		116,250	D	
American Equity Capital Trust I 8% Conv TP	\$10						09/30/2002	09/30/2029	Common	3,000		3,000	D	

Explanation of Responses:

Debra J. Richardson 02/08/2005  
\*\* 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.**