

HEMPHILL ROBERT F JR
Form 4
March 02, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
HEMPHILL ROBERT F JR

(Last) (First) (Middle)

C/O THE AES CORPORATION, 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)
02/28/2007

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)
Executive VP

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)
				(A) or (D) Code V Amount Price			
Common Stock	03/01/2007		S	100 ⁽¹⁾ D \$ 20.19	1,424,308	D	
Common Stock	03/01/2007		S	400 ⁽¹⁾ D \$ 20.2	1,423,908	D	
Common Stock	03/01/2007		S	500 ⁽¹⁾ D \$ 20.22	1,423,408	D	
Common Stock	03/01/2007		S	100 ⁽¹⁾ D \$ 20.23	1,423,308	D	
Common Stock	03/01/2007		S	100 ⁽¹⁾ D \$ 20.24	1,423,208	D	

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Common Stock	03/01/2007	S	104 <u>(1)</u>	D	\$ 20.25	1,423,104	D
Common Stock	03/01/2007	S	400 <u>(1)</u>	D	\$ 20.27	1,422,704	D
Common Stock	03/01/2007	S	500 <u>(1)</u>	D	\$ 20.28	1,422,204	D
Common Stock	03/01/2007	S	200 <u>(1)</u>	D	\$ 20.29	1,422,004	D
Common Stock	03/01/2007	S	176 <u>(1)</u>	D	\$ 20.3	1,421,828	D
Common Stock	03/01/2007	S	424 <u>(1)</u>	D	\$ 20.31	1,421,404	D
Common Stock	03/01/2007	S	200 <u>(1)</u>	D	\$ 20.32	1,421,204	D
Common Stock	03/01/2007	S	500 <u>(1)</u>	D	\$ 20.34	1,420,704	D
Common Stock	03/01/2007	S	700 <u>(1)</u>	D	\$ 20.35	1,420,004	D
Common Stock	03/01/2007	S	300 <u>(1)</u>	D	\$ 20.36	1,419,704	D
Common Stock	03/01/2007	S	500 <u>(1)</u>	D	\$ 20.37	1,419,204	D
Common Stock	03/01/2007	S	1,800 <u>(1)</u>	D	\$ 20.38	1,417,404	D
Common Stock	03/01/2007	S	2,800 <u>(1)</u>	D	\$ 20.39	1,414,604	D
Common Stock	03/01/2007	S	1,300	D	\$ 20.4	1,413,304	D
Common Stock	03/01/2007	S	2,100	D	\$ 20.41	1,411,204	D
Common Stock	03/01/2007	S	300 <u>(1)</u>	D	\$ 20.42	1,410,904	D
Common Stock	03/01/2007	S	800 <u>(1)</u>	D	\$ 20.5	1,410,104	D
Common Stock	03/01/2007	S	100 <u>(1)</u>	D	\$ 20.51	1,410,004	D
Common Stock	03/01/2007	S	100 <u>(1)</u>	D	\$ 20.52	1,409,904	D
Common Stock	03/01/2007	S	200 <u>(1)</u>	D	\$ 20.53	1,409,704	D

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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 of Derivative Security (Instr. 5)	
				Code	V	(A) (D)	Title	Amount or Number of Shares	
Units	(2)	02/28/2007		A	36	(2) (2)	Common Stock	36	\$ 21.32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEMPHILL ROBERT F JR C/O THE AES CORPORATION 4300 WILSON BOULEVARD ARLINGTON, VA 22203			Executive VP	

Signatures

Robert F.
Hemphill, Jr. 03/02/2007
 **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) This sale was executed pursuant to a written plan intended to comply with 10b5-1 under the Securities Exchange Act of 1934. Mr. Hemphill's sales plan was adopted on February 6, 2006.
 - (2) These are shares awarded pursuant to the Restoration Retirement Plan (the "Plan"). Mr. Hemphill has elected to defer receipt of compensation otherwise payable to him in the form of stock units, the basis of which is determined to be the Company closing stock price

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on the last day of each month. The Plan allows for distribution upon a date(s) specified by the participant in the event of the participant's unforeseeable emergency, death or termination of employment. This amount represents Mr. Hemphill's February 2007 deferral.

Remarks:

This is the first of two Forms 4 filings for Mr. Hemphill's 02/28/2007-03/01/2007 transactions.

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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