

Da Santos Bernerd
Form 4
February 26, 2019

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 *
Da Santos Bernerd

2. Issuer Name and Ticker or Trading Symbol
AES CORP [AES]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

4300 WILSON BOULEVARD

02/22/2019

EVP and COO

(Street)

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

ARLINGTON, VA 22203

(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) | 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/22/2019 | | A | 37,837 (1) A (1) | 139,675 | D | |
| Common Stock | 02/22/2019 | | F | 11,878 (2) D \$ 17.53 | 127,797 | D | |
| Common Stock | 02/22/2019 | | A | 23,694 (3) A (3) | 151,491 | D | |
| Common Stock | 02/23/2019 | | F | 1,647 (4) D \$ 17.53 | 149,844 | D | |
| Common Stock | 02/24/2019 | | F | 1,931 (5) D \$ 17.53 | 147,913 | D | |

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Common Stock 25,961 ⁽⁶⁾ I by 401(k)

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) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Da Santos Bernerd 4300 WILSON BOULEVARD ARLINGTON, VA 22203 | | | EVP and COO | |

Signatures

/s/ Bernerd R. DaSantos 02/26/2019

**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).
- This Performance Stock Unit ("PSU") was granted on February 19, 2016 pursuant to The AES Corporation 2003 Long Term Compensation Plan. After the prescribed three year vesting period, the AES Board of Directors approved the performance value for the grant on February 22, 2019. Each earned PSU entitles the holder to one share of AES Common Stock.
- (1) Compensation Plan. After the prescribed three year vesting period, the AES Board of Directors approved the performance value for the grant on February 22, 2019. Each earned PSU entitles the holder to one share of AES Common Stock.
- (2) Reflects tax withholding in connection with the settlement of PSUs granted in February 2016.

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- This Restricted Stock Unit ("RSU") award was granted pursuant to The AES Corporation 2003 Long Term Compensation Plan and will
- (3) vest in three equal annual installments beginning on February 22, 2020, if certain continuing employment and performance conditions are satisfied. If such conditions are satisfied, each RSU entitles the holder to one share of AES Common Stock.
 - (4) Reflects tax withholding in connection with the vesting and settlement of one-third of the RSUs granted February 23, 2018.
 - (5) Reflects tax withholding in connection with the vesting and settlement of one-third of the RSUs granted February 24, 2017.
 - (6) Since the last Form 4 filing on February 21, 2019, the reporting person acquired no additional shares of AES Common Stock pursuant to The AES Corporation Retirement Savings Plan.

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