Dr. Lachman’s research program is guided by a lifespan developmental framework with an emphasis on identifying both distal and proximal influences on the nature of aging. There is much plasticity and variability in health and well-being in later life, and her presentation will consider some of the risk and protective factors that lead to individual differences in the course of aging. Using empirical examples from the National Study of Midlife in the United States (MIDUS), a longitudinal survey of 7,000 adults ages 24 and 95, her research will examine antecedents of cognitive and physical health in later life. Results support a multisystem prescription for a combination of modifiable psychosocial and behavioral factors, including a high sense of control, supportive social relationships, and frequent physical exercise, as protective for 10-year declines in health and cognitive functioning. The more of these protective resources the better for health, especially with regard to attenuating age differences and socioeconomic disparities. The implications for maximizing maintenance or improvements in physical and cognitive health and minimizing losses in functioning will be emphasized. The presentation will address possibilities for resilience in the face of risk factors, vulnerabilities and challenges associated with aging and social inequalities. In concert, the results suggest there are ways to “take control” of the aging process, so as to prevent, slow, or compensate for aging-related changes.