AMERICAN EXPRESS CO

Form 4

January 23, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHICK THOMAS A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

3. Date of Earliest Transaction

(Month/Day/Year)

(Last) (First) (Middle) AMERICAN EXPRESS CO [AXP]

(Check all applicable)

3 WORLD FINANCIAL

01/22/2013

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

EVP-Corp. Affairs

CENTER, 200 VESEY ST. AMERICAN EXPRESS TOWER

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10285

		Telson								
(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 on Disposed of (Instr. 3, 4) Amount	f (D)	uired (A) or Price	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 Beneficial Ownership (Instr. 4)	
Common Stock	01/22/2013		M	131,376	A	\$ 45.768	196,121.537	D		
Common Stock	01/22/2013		M	24,278	A	\$ 38.1	220,399.537	D		
Common Stock	01/22/2013		S <u>(1)</u>	145,715	D	\$ 59.6176 (2)	74,684.537	D		
Common Stock	01/22/2013		S(3)	44,939	D	\$ 59.4902 (4)	29,745.537 (<u>5)</u>	D		

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Common Stock 1,118.54 (6) I By 401(k) Plan

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

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SEC 1474

(9-02)

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)	orDeri Secu Acqı Disp	umber of vative rities uired (A) or osed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 45.768	01/22/2013		M		131,376	01/24/2006(7)	01/24/2015	Common Stock	131
Employee Stock Option (Right to Buy)	\$ 38.1	01/22/2013		M		24,278	01/26/2011(8)	01/26/2020	Common Stock	24

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SCHICK THOMAS A 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285

EVP-Corp. Affairs

Signatures

/s/ Michael G. Kuchs, attorney-in-fact 01/23/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercises reported above and the sale of 50% of the net shares acquired from these exercises; Mr. Schick will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.37 to \$59.82. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) The reported disposition represents the sale of shares acquired from previous restricted stock vestings, stock option exercises and/or dividend reinvestment.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.19 to \$59.83. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (5) Includes shares acquired pursuant to dividend reinvestment.
- (6) Shares held in reporting person's account under the Company's Retirement Savings Plan. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.
- (7) These options became exercisable in four equal annual installments beginning on the date shown as "Date Exercisable."
- (8) 12,139 of the options exercised became exercisable on 1/26/2011; the balance became exercisable on 1/26/2012.

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.