Henry Daniel T Form 4 May 24, 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 Form 5 obligations

may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Henry Daniel T

(First)

(Middle)

Symbol

2. Issuer Name and Ticker or Trading

AMERICAN EXPRESS CO [AXP]

(Month/Day/Year)

3. Date of Earliest Transaction

05/23/2013

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

(Check all applicable)

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

EVP, Chief Financial Officer

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

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3 WORLD FINANCIAL

CENTER, 200 VESEY ST.,

AMERICAN EXPRESS TOWER

(City)	(State)	(Zip) Tal	ole I - Non	-Derivative	Secur	ities Acquire	ed, Disposed of, o	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	of (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	05/23/2013		M	30,000	A	\$ 51.865	114,123	D	
Common Stock	05/23/2013		M	100,000	A	\$ 38.1	214,123	D	
Common Stock	05/23/2013		S <u>(1)</u>	115,869	D	\$ 74.5639 (2)	98,254	D	
Common Stock	05/23/2013		S(3)	40,000	D	\$ 74.5639 (2)	58,254	D	

Common Stock 20 I $\frac{(4)}{\text{trust}}$ $\frac{401(k)}{\text{trust}}$

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)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 51.865	05/23/2013		M		30,000	01/23/2007(5)	01/22/2016	Common Stock	30
Employee Stock Option (Right to Buy)	\$ 38.1	05/23/2013		M		100,000	01/26/2011 <u>(6)</u>	01/26/2020	Common Stock	100

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Henry Daniel T 3 WORLD FINANCIAL CENTER 200 VESEY ST., AMERICAN EXPRESS TOWER NEW YORK, NY 10285

EVP, Chief Financial Officer

Signatures

/s/ Michael G. Kuchs, attorney-in-fact 05/24/2013

**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; the reporting person 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 \$74.17 to \$74.95. 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 restricted stock vestings and/or stock option exercises in prior years.
- (4) 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.
- (5) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."
- (6) The options exercised became exercisable as follows: 34,448 shares on 1/26/2011; 34,449 on 1/26/2012; and 31,103 on 1/29/2013.

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.