AMERICAN EXPRESS CO

Form 4

December 05, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Washington, D.C. 20549

if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Gupta Ashwini

(First)

(Middle)

3 WORLD FINANCIAL

CENTER, 200 VESEY ST., AMERICAN EXPRESS TOWER

(Street)

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Symbol

AMERICAN EXPRESS CO [AXP] 3. Date of Earliest Transaction

(Month/Day/Year) 12/03/2013

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

Pres-Risk/Info Mgmt & AXP CRO

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10285

(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 or Disposed of (Instr. 3, 4) Amount	f (D)	uired (A) or	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	12/03/2013		M	114,240	A	\$ 45.768	183,829	D				
Common Stock	12/03/2013		M	13,709	A	\$ 45.768	197,538	D				
Common Stock	12/03/2013		S <u>(1)</u>	102,500	D	\$ 84.3716 (2)	95,038	D				
Common Stock							59 (3)	I	by 401(k) Trust			

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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)	orDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou 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	12/03/2013		M		114,240	01/24/2006(4)	01/23/2015	Common Stock	114
Employee Stock Option (Right to Buy)	\$ 45.768	12/03/2013		M		13,709	01/24/2006(4)	01/23/2015	Common Stock	13

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gupta Ashwini

3 WORLD FINANCIAL CENTER
200 VESEY ST., AMERICAN EXPRESS
TOWER

Pres-Risk/Info Mgmt & AXP
CRO

NEW YORK, NY 10285

Signatures

/s/ Michael G. Kuchs, attorney-in-fact 12/05/2013

**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).

Reporting Owners 2

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- (1) The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the exercise of employee stock options.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.20 to \$84.76. 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) 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.
- (4) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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.