

AMERICAN EXPRESS CO  
Form 4  
March 01, 2006

**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 \*  
**KELLY ALFRED F JR**

(Last) (First) (Middle)

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

(Street)

**NEW YORK, NY 10285**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN EXPRESS CO [AXP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/27/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Member, Global Leadership Team

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
				Code	V Amount Price			
Common Stock	02/27/2006		M		65,688 A \$ 30.892	305,930	D	
Common Stock	02/27/2006		M		150,000 A \$ 38.224	455,930	D	
Common Stock	02/27/2006		S		4,900 D \$ 54.75	451,030	D	
Common Stock	02/27/2006		S		8,500 D \$ 54.76	442,530	D	
Common Stock	02/27/2006		S		32,400 D \$ 54.77	410,130	D	

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Common Stock	02/27/2006	S	7,200	D	\$ 54.78	402,930	D	
Common Stock	02/27/2006	S	12,600	D	\$ 54.8	390,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.83	386,930	D	
Common Stock	02/27/2006	S	3,600	D	\$ 54.84	383,330	D	
Common Stock	02/27/2006	S	24,100	D	\$ 54.85	359,230	D	
Common Stock	02/27/2006	S	5,500	D	\$ 54.86	353,730	D	
Common Stock	02/27/2006	S	14,500	D	\$ 54.87	339,230	D	
Common Stock	02/27/2006	S	7,900	D	\$ 54.88	331,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.89	327,930	D	
Common Stock	02/27/2006	S	57,635	D	\$ 54.9	270,295	D	
Common Stock	02/27/2006	S	3,100	D	\$ 54.91	267,195	D	
Common Stock	02/27/2006	S	6,100	D	\$ 54.93	261,095	D	
Common Stock						4,535.66	I	401(k) Trust <sup>(1)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
									Num Shar

Employee

Stock

Option (Right to Buy)

\$ 30.892 02/27/2006

M

65,688 02/22/2002<sup>(2)</sup> 02/22/2009

Common Stock

65

Employee

Stock

Option (Right to Buy)

\$ 38.224 02/27/2006

M

150,000 02/28/2002<sup>(3)</sup> 02/28/2010

Common Stock

150

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

KELLY ALFRED F JR  
3 WORLD FINANCIAL CENTER  
200 VESEY ST, AMERICAN EXPRESS  
TOWER  
NEW YORK, NY 10285

Member, Global Leadership Team

## Signatures

/s/ Stephen P. Norman,  
attorney-in-fact

03/01/2006

\_\_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).
- (1) Shares held in reporting person's account under the Company's Incentive 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.
- (2) 57,120 of these options became exercisable on 2/22/2002, and the balance became exercisable on 2/22/2003.
- (3) 68,544 of these options became exercisable on 2/28/2002, an additional 68,544 became exercisable on 2/28/2003, and the remaining 12,912 became exercisable on 2/28/2004.

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.