

AMERICAN EXPRESS CO

Form 4

January 30, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
CHENAULT KENNETH I

(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)
01/28/2013

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)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/05/2012		G	V 3,962 D 0.00	807,456	D	
Common Stock	03/05/2012		G	V 3,774 D 0.00	803,682	D	
Common Stock	03/05/2012		G	V 7,547 D 0.00	796,135	D	
Common Stock	03/05/2012		G	V 4,717 D 0.00	791,418	D	
Common Stock	05/02/2012		G	V 7,385 D 0.00	784,033	D	

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Common Stock	01/28/2013	A ⁽²⁾	13,451	A	\$ 59.07	797,484	D	
Common Stock	01/28/2013	F ⁽³⁾	6,937	D	\$ 59.07	790,547	D	
Common Stock	01/28/2013	A ⁽⁴⁾	67,286	A	\$ 59.07	857,833	D	
Common Stock	01/28/2013	D ⁽⁴⁾	67,286	D	\$ 59.07	790,547	D	
Common Stock	01/28/2013	A ⁽⁵⁾	67,286	A	\$ 59.07	857,833	D	
Common Stock	01/28/2013	F ⁽³⁾	34,700	D	\$ 59.07	823,133	D	
Common Stock	01/28/2013	A ⁽⁵⁾	124,923	A	\$ 59.07	948,056	D	
Common Stock	01/28/2013	F ⁽³⁾	64,423	D	\$ 59.07	883,633	D	
Common Stock						85,220	I	By Wife
Common Stock						11,058	I	Wife As Trustee/custodian
Common Stock						23,316.99 <u>(6)</u>	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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(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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENAULT KENNETH I 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285	X		Chief Executive Officer	

Signatures

/s/ Michael G. Kuchs,
attorney-in-fact

01/30/2013

__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).
- (1) The reported disposition represents bona fide gifts made by the reporting person.
 - (2) Shares acquired pursuant to the vesting of Restricted Stock Units (i.e., "performance units") granted to the reporting person on January 26, 2010.
 - (3) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of Restricted Stock Units. The transactions reported represent a simultaneous deemed acquisition of shares from the issuer and disposition of such shares to the issuer in respect of Restricted Stock Units (i.e., performance units) granted to the reporting person on January 24, 2012 which were settled in cash upon vesting on January 28, 2013.
 - (5) Shares acquired pursuant to the vesting of Restricted Stock Units (i.e., "performance units") granted to the reporting person on January 24, 2012.
 - (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.

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.