

AMERICAN ELECTRIC POWER CO INC

Form 4

May 05, 2014

FORM 4UNITED 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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCullough Mark C

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN ELECTRIC POWER
CO INC [AEP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

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

Executive Vice President

AMERICAN ELECTRIC POWER, 1
RIVERSIDE PLAZA

(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
Person

COLUMBUS, OH 43215

(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 Acquired 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)
Common Stock	05/01/2014		F	545 ⁽¹⁾ D	\$ 53.87 ₍₄₎ 4,866	D	
Common Stock	05/01/2014		F	530 ⁽²⁾ D	\$ 53.87 ₍₄₎ 4,336	D	
Common Stock	05/01/2014		M	992 ⁽³⁾ A	\$ 52.082 ₍₅₎ 5,328	D	
Common Stock	05/01/2014		F	341 D	\$ 52.082 ₍₅₎ 4,987	D	

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Common	05/01/2014	D	651	D	\$ 52.082	4,336	D
Stock					(5)		

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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	05/01/2014		M		992		05/01/2014	05/01/2014	Common Stock	992

Reporting Owners

Reporting Owner Name / Address	Relationships
Director 10% Owner Officer Other	
McCullough Mark C AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215	Executive Vice President

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C.
McCullough

05/05/2014

**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).

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- (1) A portion of Mr. McCullough's restricted stock units (1,584) that were granted on 1/1/2011 vested on 5/1/2014. Upon vesting, 545 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. McCullough's restricted stock units (1,541) that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 530 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. McCullough's restricted stock units (992) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 341 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) Value is based on share price of \$53.87 which was the closing price of the stock.
- (5) Value is based on 20 day average closing price of \$52.082.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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