

ADMINISTAFF INC \DE\  
Form SC 13D/A  
April 09, 2002

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

OMB APPROVAL  
-----  
OMB Number: 3235-0145  
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hours per form.....14.9  
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SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(AMENDMENT NO. 8)\*

ADMINISTAFF, INC.

-----  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

-----  
(Title of Class of Securities)

00 7094105

-----  
(CUSIP Number)

CAROL V. SCHWARTZ, ESQ.  
AMERICAN EXPRESS COMPANY  
40 WALL STREET  
19 FLOOR/ 101B  
NEW YORK, NEW YORK 10005  
(917) 639-3298

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

March 5, 2002

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of 'SS''SS' 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 'SS' 240.13d-7(b) for other parties to whom copies are to be sent.

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

-----  
CUSIP No. 00 7094105  
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1      NAME OF REPORTING PERSON  
       S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

American Express Travel Related Services Company, Inc.  
I.R.S. Identification No. 13-3133497  
-----

2      CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [X]

-----  
3  
-----

4      SOURCE OF FUNDS\*

WC  
-----

5      CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
       [ ]  
       NA  
-----

6      CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York  
-----

NUMBER OF SHARES

7

SOLE VOTING POWER

3,917,282  
-----

BENEFICIALLY  
OWNED BY  
EACH REPORTING

8

SHARED VOTING POWER

0

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PERSON WITH	9	SOLE DISPOSITIVE POWER
		3,917,282

---

	10	SHARED DISPOSITIVE POWER
		0

---

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,917,282	

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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]	
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---

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	12.85%	

---

14	TYPE OF REPORTING PERSON*	
	CO	

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\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7  
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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This Amendment No. 8 (this "Amendment") amends and supplements the Schedule 13D originally filed on February 6, 1998, as amended (the "Schedule"), by American Express Travel Related Services Company, Inc. ("TRS") with respect to the common stock, par value \$0.01 per share (the "Common Stock"), of Administaff, Inc, a Delaware corporation (the "Issuer"). All capitalized terms used in this Amendment and not otherwise defined in this Amendment have the meanings ascribed to such terms in the Schedule.

Items 3, 4, 5 and 6 of the Schedule are hereby amended and supplemented by adding thereto the following:

On March 5, 2002 and November 7, 2001, respectively, TRS exercised Warrants to purchase 526,271 and 263,729 shares of common stock at an exercise price of \$25.00 per share.

On August 29, 2001, August 30, 2001, August 31, 2001 and September 1, 2001, TRS sold 60,000, 20,000, 115,000 and 78,729 shares, respectively, at per share purchase prices of \$32.50, \$32.16, \$31.99 and \$32.02, respectively. On March 5, 2002, the Issuer purchased from TRS 526,271 shares at the purchase

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price of \$27.02 per share, such amount being the closing price of the Issuer's common shares on the New York Stock Exchange Composite Tape on March 5, 2002. The Issuer and TRS net settled the exercise of the 526,271 Warrants and the sale by TRS of the shares underlying such Warrants to the Issuer, resulting in a payment by the Issuer to TRS of \$1,063,067.42.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement with respect to American Express Travel Related Services Company, Inc. is true, complete and correct.

Dated: April 4, 2002

AMERICAN EXPRESS TRAVEL RELATED  
SERVICES COMPANY, INC.

By: /s/ Stephen P. Norman

\_\_\_\_\_  
Name: Stephen P. Norman  
Title: Secretary

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APPENDIX A

AMERICAN EXPRESS COMPANY

LIST OF DIRECTORS AND OFFICERS

The following individuals are executive officers or directors of American Express. Unless otherwise noted, each individual is a citizen of the United States, and the business address of each executive officer of American Express is American Express Tower, World Financial Center, 200 Vesey Street, New York, New York 10285.

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Name -----	Title -----	Principal Occupation and Address ----- Business of Employer -----
Daniel F. Akerson	Director	Chairman and Chief Executive Of XO Communications, Inc. 1111 Sunset Hills Road, 5th Flo Reston, Virginia 20190
Edwin L. Artzt	Director	Former Chairman of the Board an Executive Officer The Proctor & Gamble Company One Proctor & Gamble Plaza Cincinnati, Ohio 45202-3315
Charlene Barshefsky	Director	Senior International Partner Wilmer Cutler & Pickering 2445 M Street, N.W. Washington, D.C. 20037
William G. Bowen	Director	President The Andrew W. Mellon Foundation 140 East 62nd Street New York, New York 10021
Kenneth I. Chenault	Chairman, Chief Executive Officer and Director	
James M. Cracchiolo	Group President-- Global Financial Services	
Gary L. Crittenden	Executive Vice President and Chief Financial Officer	
Peter R. Dolan	Director	Chairman and Chief Executive Of Bristol-Myers Squibb Company 345 Park Avenue New York, N.Y. 10154-0037

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Ursula F. Fairbairn	Executive Vice President, Human Resources and Quality
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Edward P. Gilligan	Group President-- Global Corporate Services	
John D. Hayes	Executive Vice President, Global Advertising and Brand Management	
David C. House	Group President-- Global Network and Establishment Services and Travelers Cheque Group	
F. Ross Johnson	Director	Chairman and Chief Executive Of RJM Group 200 Galleria Parkway, N.W., Sui Atlanta, Georgia 30339
Vernon E. Jordan, Jr.	Director	Senior Managing Director Lazard Freres & Co. LLC 30 Rockefeller Plaza New York, NY 10020
Alfred F. Kelly Jr.	Group President-- U.S. Consumer and Small Business Services	
Jan Leschly	Director	Chairman and Chief Executive Of Care Capital LLC Princeton Overlook I 100 Overlook Center and Route 1 Princeton, NJ 08540
Jonathan S. Linen	Vice Chairman	
Richard A. McGinn	Director	Partner RRE Ventures 126 East 56th Street New York, NY 10022
Louise M. Parent	Executive Vice President and General Counsel	
Frank P. Popoff	Director	Former Chairman and Chief Executive Officer The Dow Chemical Company 2030 Dow Center Midland, Michigan 48674

Glen Salow	Executive Vice President and Chief Information Officer
Thomas Schick	Executive Vice President-- Corporate Affairs and Communications

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American Express Travel Related Services Company, Inc.  
List of Directors and Officers

The following individuals are executive officers or directors of TRS. Unless otherwise noted, each individual is a citizen of the United States, and the business address of each executive officer of TRS, and of American Express Company, is American Express Tower, World Financial Center, 200 Vesey Street, New York, New York 10285.

Name -----	Title -----	Principal Occupation and Address ----- Business of Employer -----
Kenneth I. Chenault	Chairman, Chief Executive Officer and Director	Chief Executive Officer American Express Company
James M. Cracchiolo	Group President-- Global Financial Services	
Edward P. Gilligan	Group President-- Global Corporate Services	Group President-- Global Corporate Services American Express Company
David C. House	Group President--Global Network and Establishment Services and Travelers Cheque Group	
Alfred F. Kelly Jr.	Group President-- U.S. Consumer and Small Business Services	Group President-- U.S. Consumer and Small Business Services American Express Company
Jonathan S. Linen	Director	Vice Chairman American Express Company
Louise M. Parent	General Counsel and Director	Executive Vice President and

General Counsel  
American Express Company

Jay B. Stevelman

Treasurer

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STATEMENT OF DIFFERENCES

The section symbol shall be expressed as.....'SS'