AMERICAN EXPRESS CO

Form 4

November 08, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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5 Relationship of Reporting Person(s) to

Check this box if no longer

1. Name and Address of Reporting Person *

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2 Jaguar Nama and Tiakar or Trading

Washington, D.C. 20549

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

1(b).

Common

Common

Common

Stock

Stock

Stock

11/07/2012

11/07/2012

(Print or Type Responses)

HAYES JOHN D	Symbol	RICAN EXPRESS CO [AXP]	Issuer (Check all applicable)			
(Last) (First) (1) 3 WORLD FINANCIAL CENTER, 200 VESEY ST, AMERICAN EXPRESS TO	(Month/ 11/07/	of Earliest Transaction /Day/Year) /2012	Director 10% Owner Officer (give title Other (specify below) EVP, Advertising			
(Street) NEW YORK, NY 10285		nendment, Date Original (onth/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			
(City) (State)	(Zip) Tal	ble I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned			
(Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (ATransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Prior	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)			
Common Stock 11/07/2012		M 170,218 A \$43.	977 272,121 D			

88,626

272,402 D

A

\$ 16.71

55.6743

\$

(1)

360,747

88,345 (2)

 $3,830^{(3)}$

D

D

Ι

M

S

By Isp

Trust

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(e.g., puts, calls, warrants, options, convertible securities)

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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 corDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amous Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 43.977	11/07/2012		M		170,218	01/26/2005(4)	01/26/2014	Common Stock	170
Employee Stock Option (Right to Buy)	\$ 16.71	11/07/2012		M		88,626	01/29/2010(5)	01/28/2019	Common Stock	88

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAYES JOHN D 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285

EVP, Advertising

Signatures

/s/ Michael G. Kuchs, attorney-in-fact 11/08/2012

**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)

Reporting Owners 2

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.59 to \$55.80. 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.

- (2) Includes shares acquired pursuant to dividend reinvestment.
- (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 the date shown as "Date Exercisable."
- (5) Of the 88,626 option shares exercised, 40,751 became exercisable on 1/29/2011, and the balance became exercisable on 1/29/2012.

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.