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AMERICAN EXPRESS CO Form 4 November 08, 2012 **OMB APPROVAL** FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HAYES JOHN D Issuer Symbol AMERICAN EXPRESS CO [AXP] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_Officer (give title Other (specify **3 WORLD FINANCIAL** 11/07/2012 below) below) CENTER. 200 VESEY ST. EVP, Advertising AMERICAN EXPRESS TOWER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10285 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired (A) or 5. Amount of 6. 7. Nature of TransactionDisposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) anv Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) Common 11/07/2012 Μ 170,218 \$43.977 272,121 Α D Stock Common 11/07/2012 88,626 \$ 16.71 D Μ Α 360,747 Stock \$ Common 11/07/2012 S 272,402 D 55.6743 88,345 (2) D Stock (1) Common By Isp 3,830 (3) Ι Stock Trust

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

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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. Transactio Code (Instr. 8)	orDeri Secu Acqu Disp	umber of vative irities uired (A) or osed of (D) r. 3, 4, and))		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nurr Shar
Employee Stock Option (Right to Buy)	\$ 43.977	11/07/2012		М		170,218	01/26/2005 <u>(4)</u>	01/26/2014	Common Stock	170
Employee Stock Option (Right to Buy)	\$ 16.71	11/07/2012		М		88,626	01/29/2010 <u>(5)</u>	01/28/2019	Common Stock	88

Reporting Owners

Reporting Owner Name / Address		Relationships							
	Director	10% Owner	Officer	Other					
HAYES JOHN D 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS NEW YORK, NY 10285	TOWER		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)

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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.