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AMERICAN EXPRESS CO
Form 8-K
January 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 26, 2001

AMERICAN EXPRESS COMPANY
(Exact name of registrant as specified in its charter)

New York	1-7657	13-4922250
----- (State or other jurisdiction of incorporation or organization)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)

200 Vesey Street, World Financial Center New York, New York	10285
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code: (212) 640-2000

(Former name or former address, if changed since last report)

Item 5. Other Events.

On November 26, 2001, the Board of Directors of the Company approved certain amendments to the By-Laws of the Company to (i) permit the Board to fix a date for the annual meeting of shareholders of the Company in addition to a date during the period between March 15 and April 30 of each year and (ii) permit only the Board of Directors or the Chief Executive Officer to call a special meeting of shareholders of the Company. A copy of the By-Laws, as amended, of

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the Company is filed herein as Exhibit 99.2B.

On January 21, 2002, the Registrant issued a press release announcing its 2001 fourth quarter and full year earnings and distributed a 2001 Fourth Quarter/Full Year Earnings Supplement. Such press release is filed herein as Exhibit 99.1, and such Earnings Supplement is filed herein as Exhibit 99.2.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

- 99.1 Press release of American Express Company announcing its 2001 fourth quarter and full year earnings, dated January 28, 2002.
- 99.2 2001 Fourth Quarter/Full Year Earnings Supplement of American Express Company.
- 99.2B Company's By-Laws, as amended through November 26, 2001.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN EXPRESS COMPANY
(REGISTRANT)

By /s/ Stephen P. Norman
Name: Stephen P. Norman
Title: Secretary

DATE: January 28, 2002

EXHIBIT INDEX

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99.2B	Company's By-Laws, as amended through November 26, 2001.