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AMERICAN EXPRESS CO
Form DEFA14A
March 21, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Schedule 14A Information
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No.)

Filed by the Registrant Filed by a party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

American Express Company
.....
(Name of Registrant as Specified In Its Charter)

.....
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:
.....

(2) Aggregate number of securities to which transaction applies:
.....

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
.....

(4) Proposed maximum aggregate value of transaction:
.....

(5) Total fee paid:
.....

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was

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paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

.....

(2) Form, Schedule or Registration Statement No.:

.....

(3) Filing Party:

.....

(4) Date Filed:

.....

The following has been communicated to shareholders of American Express Company on or about March 21, 2002:

AMERICAN EXPRESS
TELEPHONE VOTING
FOR NON-EMPLOYEE SHAREHOLDERS

SPEECH 1: Welcome.

Please enter the control number located in the lower right hand corner of the form.

SPEECH 2: To vote as the AMERICAN EXPRESS board recommends PRESS 1 now. To vote on each item seperately PRESS 0 now.

SPEECH 2A: You voted as the board recommended. If this is correct, PRESS 1. If incorrect PRESS 0.

SPEECH 3: ITEM 1
To vote
FOR ALL nominees, PRESS 1.
TO WITHHOLD for ALL NOMINEES PRESS 9.
TO WITHHOLD for an INDIVIDUAL NOMINEE PRESS 0. Make your selection now.

SPEECH 4: Please enter the two-digit number that appears next to the NOMINEE you do NOT WISH to vote for.

SPEECH 5: PRESS 1 if you wish to WITHHOLD from another NOMINEE or PRESS 0 if you have completed voting on Directors.

SPEECH 6: ITEM 2
To vote
FOR, PRESS 1

AGAINST, PRESS 9
ABSTAIN, PRESS 0

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SPEECH 7: ITEM 3
To vote
FOR, PRESS 1

AGAINST, PRESS 9
ABSTAIN, PRESS 0

SPEECH 8: ITEM 4
To vote
FOR, PRESS 1

AGAINST, PRESS 9
ABSTAIN, PRESS 0

SPEECH 9A: Your votes have been cast as follows:
ITEM 1
FOR ALL or WITHHOLD FOR ALL or for ALL EXCEPT #

ITEM 2
FOR, AGAINST, ABSTAIN - and so on.

If this is correct, PRESS 1. If incorrect, PRESS 0.

CLOSING A: Thank you for voting.

CLOSING B: ** Your vote has been canceled. Please try again, or sign, mark and return your proxy in the envelope provided.

SPEECH 8: *** If you wish to access all future Annual Reports and Proxy Statements via the Internet and not receive them in the mail PRESS 1 now.

SPEECH 9: Thank you for voting

** Closing B - if shareholder indicates their vote was incorrect.

*** Optional to save future production and postage costs, or to obtain attendance information.

Error message: I'm sorry you're having difficulty. Please call again, or sign, mark and return your proxy in the envelope provided.

The following has been communicated to shareholders of American Express Company on or about March 21, 2002:

INTERNET VOTING INSTRUCTIONS
FOR NON-EMPLOYEE SHAREHOLDERS

[Page 1]
[Logo of American Express]

Welcome to the American Express 2002 Proxy Voting Site

CLICK HERE to continue to the secure voting site

If your browser does not support SSL encryption, CLICK HERE.

[Page 2]
[Logo of American Express]

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Enter your 11-digit control number located on the Proxy Form.

CLICK HERE to begin; do not enter any spaces.

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[Logo of American Express]

Your Internet vote authorizes the Proxies to vote your shares in the same manner as if you marked, signed, and returned your Proxy Card.

AMERICAN EXPRESS COMPANY

Proxy Solicited on Behalf of the Board of Directors
For Annual Meeting on April 22, 2002

The undersigned hereby appoints Gary L. Crittenden, Stephen P. Norman and Louise M. Parent, or any of them, proxies or proxy, with full power of substitution, to vote all common shares of American Express Company which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at Lincoln Center for the Performing Arts in the Samuel B. and David Rose Building, 10th Floor, 165 West 65th Street, New York, New York, on April 22, 2002 at 10:00 A.M., Eastern Time, and at any adjournment(s) of the Meeting, as indicated on the proxy card with respect to the proposals set forth in the Proxy Statement, and in their discretion upon any matter that may properly come before the meeting or any adjournment(s) of the Meeting. The undersigned hereby revokes any proxies submitted previously.

Before you vote, if you would like to review
the Annual Report and Proxy Statement - [CLICK HERE](#).
Return by simply closing the newly opened browser window.

The Board of Directors recommends a vote
FOR Items 1, 2 and 3,
and AGAINST Item 4.

[CLICK HERE To Vote As The Board Of Directors Recommends](#)

[CLICK HERE To Vote Individually On Each Item](#)

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[Logo of American Express]

I Vote As The Board Recommends

PLEASE RESPOND TO THE QUESTION BELOW. THEN SCROLL TO THE END OF THE PAGE TO REGISTER YOUR VOTE.

Yes [] No []

I consent to future access to the Company's Annual Reports, Proxy Statements, Prospectuses and other communications electronically via the Internet, and to electronic proxy voting via the Internet or by telephone. I understand that the Company may no longer distribute printed materials to me

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for any future stockholders meeting until my consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgely Park, NJ. I also understand that costs normally associated with electronic access, such as usage and telephone charges, will be my responsibility.

You may use the comment section if you have written comments or wish to notify us of a change of address.

COMMENTS: (150 CHARACTERS]

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting, or at any adjournment thereof.

CLICK HERE To Register Your Vote.

BACK

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[Logo of American Express]

To Vote Separately On Each Item - Check The Boxes Below:

The Board recommends a vote FOR Items 1, 2 and 3.

ITEM 1 Election of Directors

FOR ALL [] WITHHOLD ALL [] FOR ALL EXCEPT []

- [] 01 D.F. Akerson
- [] 02 E.L. Artzt
- [] 03 C. Barshefsky
- [] 04 W.G. Bowen
- [] 05 K.I. Chenault
- [] 06 P.R. Dolan
- [] 07 F.R. Johnson
- [] 08 V.E. Jordan, Jr.
- [] 09 J. Leschly
- [] 10 R.A. McGinn
- [] 11 F.P. Popoff

ITEM 2 Proposal to ratify selection of Ernst & Young LLP as Independent Auditors.

For [] Against [] Abstain []

ITEM 3 Proposal to amend the 1998 Incentive Compensation Plan to authorize additional shares and permit the Company to continue the deduction for tax purposes of certain compensation under the Plan.

For [] Against [] Abstain []

The Board recommends a vote AGAINST Item 4.

ITEM 4 Shareholder proposal relating to rotating the site of the Company's annual meeting.

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For [] Against [] Abstain []

PLEASE RESPOND TO THE QUESTION BELOW, THEN SCROLL TO THE END OF THE PAGE TO REGISTER YOUR VOTE.

Yes [] No []

I consent to future access to the Company's Annual Reports, Proxy Statements, Prospectuses and other communications electronically via the Internet, and to electronic proxy voting via the Internet or by telephone. I understand that the Company may no longer distribute printed materials to me for any future stockholders meeting until my consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgefield Park, NJ. I also understand that costs normally associated with electronic access, such as usage and telephone charges, will be my responsibility.

You may use the comment section if you have written comments or wish to notify us of a change of address.

COMMENTS: (150 CHARACTERS)

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting, or at any adjournment thereof.

[CLICK HERE To Register Your Vote.](#)

[BACK \[link\]](#)

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THANK YOU FOR VOTING ELECTRONICALLY

Voting Summary

Your Registration Number: xxxxxxxxxxxx

Item 1: Directors: You Voted: [your response here]

-OR-

Directors: You Voted: For All Except: [name of director(s)]

-OR-

Directors: You Voted: [your response here]

Item 2: You Voted: For/Against/Abstain

Item 3: You Voted: For/Against/Abstain

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Item 4: You Voted: For/Against/Abstain

Electronic Access: I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the Internet at a webpage which will be disclosed to me.
-OR-

Electronic Access: I do not consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the Internet at a webpage which will be disclosed to me.

Comments:

THANK YOU FOR VOTING

If any of the above information is incorrect, return to the proxy ballot form by using the BACK feature of your browser program.

If the above information is correct, THERE IS NO NEED TO MAIL BACK YOUR PROXY CARD. Please exit your browser program as you normally do.

The following has been communicated to the employees of American Express Company on March 21, 2002:

EMAIL TO EMPLOYEES OF AMERICAN EXPRESS COMPANY

Dear American Express Employee,

The 2002 Annual Meeting of Stockholders of American Express Company will be held in the Samuel B. and David Rose Building at Lincoln Center for the Performing Arts, 10th Floor, 165 West 65th Street, New York, New York, on April 22, 2002 at 10:00 A.M., Eastern Time.

As a stockholder of American Express, whether directly or as a participant in the American Express Incentive Savings Plan ("ISP"), the Employee Stock Ownership Plan Of Amex Canada, Inc., or the AEFA Stock Purchase Program, you are entitled to vote the American Express Company shares held in your name. You can vote your shares by connecting to the secure electronic voting site at: <https://www.eproxy.com/axp>

To enter the electronic voting site you will need a control number. Your control number is: xxxxxxxxxxxx

Your shares will be voted as you instruct if your voting instructions are received on or before Tuesday, April 16, 2002, 4:00 p.m. Eastern Time, by Mellon Investor Services LLC, which is acting on behalf of the Trustees of these three Plans. If Mellon Investor Services LLC does not receive your voting instructions by that time, the following conditions will apply: the ISP Trustee will vote your Plan shares in the same proportion as it votes all other shares in the Plan for which it has received timely voting

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instructions; the Trustees of the ESOP of Amex Canada and the AEFA Stock Purchase Program will not vote your shares.

Before voting, however, please review the Company's 2001 Annual Report to Shareholders and the 2002 Proxy Statement. The voting site provides a link to both documents. Employees who would like to receive a printed copy of the Annual Report and Proxy Statement can send a request via e-mail to Nina G Santos in the Secretary's Office. Please be sure to provide your interoffice mail code and office address in your message.

We encourage you to vote promptly. Your vote is important.

Thank you.

Stephen P. Norman
Secretary
American Express Company

The following has been communicated to employee shareholders of American Express Company on March 21, 2002:

INTERNET VOTING INSTRUCTIONS
FOR EMPLOYEE SHAREHOLDERS

[Page 1]
[Logo of American Express]

Annual Report and Proxy Statement [link to American Express Company
Annual Report and Proxy Statement]

Welcome to On-line Proxy Voting for American Express Company.

Please click on the proceed button below to continue to the secure voting site.

PROCEED [link]

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[Logo of American Express]
Annual Report and Proxy Statement [link to American Express Company
Annual Report and Proxy Statement]

Please enter the 11-digit control number provided to you.
Do not enter any spaces in the control number field. xxxxxxxxxxxx

SUBMIT [link]

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Annual Report and Proxy Statement [link to American Express Company
Annual Report and Proxy Statement]

FOLLOW THE 3 EASY STEPS:

1. REVIEW THE PROXY MATERIALS BELOW

Proxy materials.

Annual Report and Proxy Statement [link]

2. READ THE FOLLOWING STATEMENT AND CHECK THE BOX.

[] I acknowledge that I have had the opportunity to review the Annual Report

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and Proxy Statement.

3. CLICK ON THE PROCEED BUTTON TO CONTINUE.

PROCEED [link]

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Annual Report and Proxy Statement [link to American Express Company
Annual Report and Proxy Statement]

You must check the box confirming that you have had the opportunity to review the proxy materials.

Please use the Back button on your browser to return to the proxy materials page.

-OR-

You are voting the following shares on this proxy card:

REGISTRATION	SHARES
[shareholder name and mailing address]	[shareholder's share information xxxxxx.xxxx shares]

PROCEED [link]

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[Logo of American Express]

Annual Report and Proxy Statement [link to American Express Company
Annual Report and Proxy Statement]

AMERICAN EXPRESS COMPANY
Proxy Solicited on Behalf of the Board of Directors
For Annual Meeting on April 22, 2002

The undersigned hereby appoints Gary L. Crittenden, Stephen P. Norman and Louise M. Parent, or any of them, proxies or proxy, with full power of substitution, to vote all common shares of American Express Company which the undersigned is entitled to vote at the Annual Meeting of Shareholders to be held at Lincoln Center for the Performing Arts in the Samuel B. and David Rose Building, 10th Floor, 165 West 65th Street, New York, New York, on April 22, 2002 at 10:00 A.M., Eastern Time, and at any adjournment(s) of the Meeting, as indicated on the proxy card with respect to the proposals set forth in the Proxy Statement, and in their discretion upon any matter that may properly come before the meeting or any adjournment(s) of the Meeting. The undersigned hereby revokes any proxies submitted previously.

The Board of Directors recommends a vote FOR items 1 and 2, 3 and AGAINST item 4.

You may submit your vote as the Board of Directors recommends by clicking this button.

SUBMIT YOUR VOTE [link]

OR

1. Election of Directors - Nominees:
[] For all nominees (except those marked below).

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Withhold from all nominees

Or, check the box for the Director(s) from whom you wish to withhold your vote:

- 01 D.F. Akerson
- 02 E.L. Artzt
- 03 C. Barshefsky
- 04 W.G. Bowen
- 05 K.I. Chenault
- 06 P.R. Dolan
- 07 F.R. Johnson
- 08 V.E. Jordan, Jr.
- 09 J. Leschly
- 10 R.A. McGinn
- 11 F.P. Popoff

2. Proposal to ratify selection of Ernst & Young LLP as Independent Auditors.

- For
- Against
- Abstain

3. Proposal to amend the 1998 Incentive Compensation Plan to authorize additional shares and permit the Company to continue the deduction for tax purposes of certain compensation under the Plan.

- For
- Against
- Abstain

4. Shareholder proposal relating to rotating the site of the Company's annual meeting.

- For
- Against
- Abstain

To submit your vote please click the button below.
(YOUR VOTE WILL NOT BE COUNTED UNTIL THE "SUBMIT YOUR VOTE" BUTTON IS CLICKED.)

SUBMIT YOUR VOTE [\[link\]](#)

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[\[Logo of American Express\]](#)

[Annual Report and Proxy Statement \[link to American Express Company
Annual Report and Proxy Statement\]](#)

Voter Control Number: xxxxxxxxxxxx

YOU HAVE VOTED YOUR PROXY IN THE FOLLOWING MANNER:

1. Election of Directors - Nominees: [\[your response\]](#)
2. Proposal to ratify selection of Ernst & Young LLP as Independent Auditors.
[\[your response\]](#)
3. Proposal to amend the 1998 Incentive Compensation Plan to authorize additional shares and permit the Company to continue the deduction for tax purposes of certain compensation under the Plan.
[\[your response\]](#)
4. Shareholder proposal relating to rotating the site of the Company's annual meeting.
[\[your response\]](#)

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Please review your vote.

If this IS NOT how you intended to vote, please use the Back button on your browser, change your vote and resubmit.

If this IS how you intended to vote, please click the Proceed button.

PROCEED [\[link\]](#)

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[Logo of American Express]

Annual Report and Proxy Statement [\[link to American Express Company Annual Report and Proxy Statement\]](#)

Success! Your vote has been cast and will be tabulated by Mellon Investor Services within 24 hours.

If you wish to submit comments to American Express, click the button below.

SUBMIT COMMENTS [\[link\]](#)

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[Logo of American Express]

Annual Report and Proxy Statement [\[link to American Express Company Annual Report and Proxy Statement\]](#)

Please enter an appropriate subject, identify yourself and enter your comments in the box below. Press the Submit button to send your comments.

Your name:

E-mail address:

Daytime phone:

Subject:

Your Comments:

SUBMIT COMMENTS [\[link\]](#)

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Annual Report and Proxy Statement [\[link to American Express Company Annual Report and Proxy Statement\]](#)

Thank you for your comments!