

AMERICAN EXPRESS CO
Form FWP
May 14, 2009

**Issuer Free Writing Prospectus
Filed pursuant to Rule 433
Registration No. 333-138032**

**AMERICAN EXPRESS COMPANY
\$1,750,000,000
8.125% NOTES DUE MAY 20, 2019**

Terms and Conditions

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| Issuer: | American Express Company |
| Expected Ratings ⁽¹⁾ : | A3/BBB+/A+ (Negative/Negative/Negative)(Moody's/S&P/Fitch) |
| Ranking: | Senior unsecured |
| Trade Date: | May 13, 2009 |
| Settlement Date: | May 18, 2009 (T+3 days) |
| Maturity: | May 20, 2019 |
| Par Amount: | \$1,750,000,000 |
| Benchmark Treasury: | 3.125% due May 15, 2019 |
| Benchmark Treasury Price and Yield: | 100-0+; 3.123% |
| Re-offer Spread to Benchmark: | 505 bps |
| Re-offer Yield: | 8.173% |
| Coupon: | 8.125% |
| Public Offering Price: | 99.675% |
| Underwriters Commission: | 0.45% |
| Net Proceeds to American Express: | \$1,736,437,500 (before expenses) |
| Interest Payment Dates: | The 20th of each May and November, beginning November 20, |
| Day Count: | 30 / 360 |
| Redemption: | The notes may not be redeemed prior to maturity unless certain United States taxation |
| Listing: | The notes will not be listed on any exchange |
| Minimum Denominations/Multiples: | Minimum denominations of \$2,000 and integral multiples of \$1 |
| CUSIP: | 025816BB4 |
| ISIN: | US025816BB49 |
| Joint Book-Running Managers: | Banc of America Securities LLC Citigroup Global Markets Inc. Goldman, Sachs & Co. |

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|---------------------|---------------------------------------|
| | J.P. Morgan Securities Inc. |
| | UBS Securities LLC |
| Senior Co-Managers: | Credit Suisse Securities (USA) LLC |
| | Mitsubishi UFJ Securities (USA), Inc. |
| | Mizuho Securities USA Inc. |
| | RBS Securities Inc. |
| Junior Co-Managers: | BNY Mellon Capital Markets, LLC |
| | CastleOak Securities, L.P. |
| | The Williams Capital Group, L.P. |

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(1) An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC at 1-800-294-1322, Citigroup Global Markets Inc. at 1-877-858-5407, Goldman, Sachs & Co. at 1-866-471-2526, J.P. Morgan Securities Inc. at 1-212-834-4533 (collect calls accepted) or UBS Securities LLC at 1-877-827-6444, extension 5613884.
