

McCullough Mark C
Form 4
May 02, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCullough Mark C

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN ELECTRIC POWER
CO INC [AEP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

AMERICAN ELECTRIC POWER, 1
RIVERSIDE PLAZA

05/01/2018

Executive Vice President

(Street)

4. If Amendment, Date Original
Filed(Month/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

COLUMBUS, OH 43215

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2018		M		1,062 (1)	A	\$ 68.63 (4)
Common Stock	05/01/2018		F		492	D	\$ 68.63 (4)
Common Stock	05/01/2018		D		570	D	\$ 68.63 (4)
Common	05/01/2018		M		1,194	A	\$ 9,924

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Stock				(2)		68.63		
						(4)		
						\$		
Common Stock	05/01/2018		F	553	D	68.63	9,371	D
						(4)		
						\$		
Common Stock	01/02/2018		D	641	D	68.63	8,730	D
						(4)		
						\$		
Common Stock	05/01/2018		F	623 (3)	D	69.44	8,107	D
						(5)		

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/01/2018		M		1,062		05/01/2018	05/01/2018	Common Stock	1,062
Restricted Stock Units	(1)	05/01/2018		M		1,194		05/01/2018	05/01/2018	Common Stock	1,194

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCullough Mark C AMERICAN ELECTRIC POWER	Executive Vice President

1 RIVERSIDE PLAZA
COLUMBUS, OH 43215

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C.
McCullough

05/03/2018

__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).
 - A portion of Mr. McCullough's restricted stock units (1,062) that were granted on 2/24/2015 vested on 5/1/2018. Upon vesting, 492
 - (1) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
 - A portion of Mr. McCullough's restricted stock units (1194) that were granted on 2/23/2016 vested on 5/1/2018. Upon vesting, 553
 - (2) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
 - A portion of Mr. McCullough's restricted stock units (1,344) that were granted on 2/20/2017 vested on 5/1/2018. Upon vesting, 623
 - (3) restricted stock units were withheld to satisfy the reporting person's tax liability.
 - (4) Value is based on 20 day average stock closing price.
 - (5) Value is based on the closing price of the stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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