

AMERICAN EXPRESS CO  
Form FWP  
December 04, 2006  
Filed pursuant to Rule 433

Registration Statement No. 333-138032

**American Express Company**

**Summary of Final Terms of Remarketed Notes**

<b>Issuer:</b>	American Express Company
<b>Rating (Moody s/S&amp;P/Fitch):</b>	A1/A+/A+
<b>Currency:</b>	USD
<b>Type:</b>	SEC Registered Senior Notes
<b>Remarketing Size:</b>	\$1,580,143,000 of \$1,999,978,000 outstanding
<b>Trade Date:</b>	December 1, 2006
<b>Settlement Date:</b>	December 6, 2006 (T+3)
<b>Next Remarketing Date:</b>	June 5, 2008
<b>If Next Remarketing Fails:</b>	Putable to American Express Company at par if the remarketing on June 5, 2008 is not successful
<b>Final Maturity:</b>	December 1, 2033
<b>Re-offer Spread to 3m LIBOR:</b>	8 bps
<b>Offer Price:</b>	100.05% plus accrued interest from December 1, 2006 to but excluding December 6, 2006 at the Coupon rate
<b>Coupon:</b>	3m LIBOR + 11.435 bps
<b>Initial Interest Rate For Period December 1, 2006 To March 5, 2007:</b>	5.48373%
<b>Coupon Frequency:</b>	Quarterly, paying on March 5, June 5, September 5 and December 5, subject to modified following business day convention, commencing on March 5, 2007
<b>Day Count:</b>	ACT/360
<b>U.S. Federal Income Tax:</b>	The Notes are subject to the Treasury regulations governing contingent payment debt instruments, or CPDI. (See discussion of Certain United States Federal Income Tax Considerations in the Prospectus Supplement)

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<sup>1</sup> 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.



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**CUSIP:**

025816AS8

JPMorgan

**Remarketing Agents:**

Lehman Brothers

Merrill Lynch & Co.

THE ISSUER HAS FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS) WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (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 AGENT OR ANY DEALER PARTICIPATING IN THE OFFERING WILL ARRANGE TO SEND YOU THE PROSPECTUS IF YOU REQUEST IT BY CALLING J.P. MORGAN SECURITIES INC. COLLECT AT 1-212-834-4533, LEHMAN BROTHERS INC. TOLL-FREE AT 1-888-603-5847 OR MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED TOLL-FREE AT 1-866-500-5408.

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