

AMERICAN EXPRESS CO

Form 4

August 02, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Squeri Stephen J

(Last) (First) (Middle)

3 WORLD FINANCIAL  
CENTER, 200 VESEY ST,  
AMERICAN EXPRESS TOWER

(Street)

NEW YORK, NY 10285

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

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

07/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

Group Pres., Global Services

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 07/31/2013                           |  | M                              |   | 18,278  | A  | \$ 45.575                                  |
| Common Stock                    | 07/31/2013                           |  | M                              |   | 107,000   | A  | \$ 51.865                                  |
| Common Stock                    | 07/31/2013                           |  | M                              |   | 130,000   | A  | \$ 57.77                                   |
| Common Stock                    | 07/31/2013                           |  | M                              |   | 65,000  | A  | \$ 49.13                                   |
| Common Stock                    | 07/31/2013                           |  | S <sup>(1)</sup>               |   | 297,451   | D  | \$ 75.1315                                 |
|                                 |                                      |  |                                |   |   |  | (3)  |

(2)

Common Stock 111.17 I 401(k) Trust (4)

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

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**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 Security (Instr. 3 and 4) | Amount of Underlying Security |                               |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                         | Amount of Underlying Security |
| Employee Stock Option (Right to Buy)       | \$ 45.575  | 07/31/2013                           |  | M                              | 18,278  | 05/16/2008 <sup>(5)</sup> 05/15/2015                     | Common Stock  | 18                            |                               |
| Employee Stock Option (Right to Buy)       | \$ 51.865  | 07/31/2013                           |  | M                              | 107,000   | 01/23/2007 <sup>(6)</sup> 01/23/2016                     | Common Stock  | 107                           |                               |
| Employee Stock Option (Right to Buy)       | \$ 57.77   | 07/31/2013                           |  | M                              | 130,000   | 01/25/2008 <sup>(7)</sup> 01/24/2017                     | Common Stock  | 130                           |                               |
| Employee Stock Option (Right to Buy)       | \$ 49.13   | 07/31/2013                           |  | M                              | 65,000  | 01/31/2009 <sup>(8)</sup> 01/30/2018                     | Common Stock  | 65                            |                               |

## Reporting Owners

Reporting Owner Name / Address Relationships

|          |           |         |       |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

Squeri Stephen J  
 3 WORLD FINANCIAL CENTER  
 200 VESEY ST, AMERICAN EXPRESS TOWER  
 NEW YORK, NY 10285

Group  
 Pres., Global  
 Services

## Signatures

/s/ Michael G. Kuchs,  
 attorney-in-fact

08/02/2013

\_\_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).

The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercises reported above and the sale of 50% of the net shares acquired from these exercises; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.79 to \$75.55. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

(2) Includes shares acquired pursuant to dividend reinvestment.

(3) Shares held in reporting person's account under the Company's Incentive Savings Plan. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.

(4) One half of these options became exercisable on 5/16/2008 and the other on 5/16/2009.

(5) These options became exercisable as follows: 9,500 shares on 1/23/2007, and 32,500 shares on 1/23/2008, 1/23/2009, and 1/23/2010, respectively.

(6) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

(7) One half of these options became exercisable on 1/31/2009 and the other on 1/31/2010.

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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