

AMERICAN EXPRESS CO
Form 4
May 19, 2015

FORM 4

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

OMB APPROVAL

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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 *
CHENAULT KENNETH I

(Last) (First) (Middle)

200 VESEY STREET, AMERICAN EXPRESS TOWER

(Street)

NEW YORK, NY 10285-5001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

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

05/18/2015

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)
Chairman & CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/18/2015		M		312,500	A	\$ 57.77
Common Stock	05/18/2015		M		343,750	A	\$ 58.98
Common Stock	05/18/2015		M		85,937	A	\$ 49.13
Common Stock	05/18/2015		S ⁽¹⁾		74,000	D	\$ 80.3073
Common Stock	05/18/2015		S ⁽³⁾		695,000	D	\$ 80.0495

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(4)

Common Stock	4,158	I	Wife As Trustee/custodian
Common Stock	26,148	I	By Wife
Common Stock	59,122	I	by trust fbo children
Common Stock	67,568	I	by trust fbo children
Common Stock	2,850	I	by son
Common Stock	23,915.84 (5)	I	By 401(k) Plan

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 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)	\$ 57.77	05/18/2015		M	312,500	01/25/2010 ⁽⁶⁾	01/24/2017	Common Stock	312,500
Employee Stock Option (Right to Buy)	\$ 58.98	05/18/2015		M	343,750	01/27/2014	11/30/2017	Common Stock	343,750
Employee Stock Option (Right to Buy)	\$ 49.13	05/18/2015		M	85,937	01/27/2014	01/30/2018	Common Stock	85,937

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENAULT KENNETH I 200 VESEY STREET, AMERICAN EXPRESS TOWER NEW YORK, NY 10285-5001	X		Chairman & CEO	

Signatures

/s/ Emily T. Epstein,
attorney-in-fact

05/19/2015

**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).
- (1) The reported disposition represents the sale of shares acquired from stock option exercises and/or restricted stock vestings in prior years.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.07 to \$80.55. 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) 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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.79 to \$80.33. 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.
- (3) Shares held in reporting person's account under the Company's Retirement 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 the options exercised became exercisable on 1/25/2010, and one-half became exercisable on 1/25/2011.

Remarks:

Prior to the transactions reported on this Form 4, Mr. Chenault directly and indirectly beneficially owned a total of 965,205 co

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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