

Bush James Peter
Form 4
February 05, 2018

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 *
Bush James Peter

2. Issuer Name and Ticker or Trading Symbol
AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 VESEY STREET, AMERICAN EXPRESS TOWER

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2018

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

Senior Advisor to the CEO

(Street)
NEW YORK, NY 10285-5001

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/01/2018 | | M | | 8,000 | A | \$ 34.84 |
| Common Stock | 02/01/2018 | | M | | 4,000 | A | \$ 34.84 |
| Common Stock | 02/01/2018 | | M | | 4,000 | A | \$ 34.84 |
| Common Stock | 02/01/2018 | | S ⁽¹⁾ | | 3,339 ⁽²⁾ | D | \$ 98.65 |
| Common Stock | 02/01/2018 | | S ⁽¹⁾ | | 3,339 ⁽³⁾ | D | \$ 98.63 |
| | 02/01/2018 | | S ⁽¹⁾ | | | D | 95,433.6239 |

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| | | | | | | |
|--------------|---------------------|-------------|---------------------|---|--|----------------|
| Common Stock | 6,678 <u>(4)</u> | \$ 98.65 | | | | |
| Common Stock | | | 6,914.75 <u>(5)</u> | 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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Employee Stock Option (Right to Buy) | \$ 34.84 | 02/01/2018 | | M | 8,000 | 10/30/2013 ⁽⁶⁾ 10/30/2019 | Common Stock | 8,000 | |
| Employee Stock Option (Right to Buy) | \$ 34.84 | 02/01/2018 | | M | 4,000 | 10/30/2013 ⁽⁶⁾ 10/30/2019 | Common Stock | 4,000 | |
| Employee Stock Option (Right to Buy) | \$ 34.84 | 02/01/2018 | | M | 4,000 | 10/30/2013 ⁽⁶⁾ 10/30/2019 | Common Stock | 4,000 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bush James Peter
200 VESEY STREET, AMERICAN EXPRESS TOWER
NEW YORK, NY 10285-5001

Senior Advisor to the CEO

Signatures

/s/ Tangela S. Richter,
attorney-in-fact

02/05/2018

__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).
 - (1) The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercise reported above and the sale of 50% of the net shares acquired from this exercise; 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 \$98.47 to \$98.83. 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.42 to \$98.90. 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.40 to \$98.90. 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.
 - (4) 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.
 - (5) These options became exercisable on the date shown as "Date Exercisable."

Remarks:

The transactions reported on this Form 4 were effected pursuant to a rule 10b5-1 trading plan adopted by the reported person or

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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