

AMERICAN ELECTRIC POWER CO INC

Form 4

May 05, 2015

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 *
TIERNEY BRIAN X

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)
1 RIVERSIDE PLAZA
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2015

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Executive VP, CFO

COLUMBUS, OH 43215

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

(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	05/01/2015		F		3,357 <u>(1)</u>	D \$ 57.03 <u>(4)</u>	3,642	D	
Common Stock	05/01/2015		M		4,427 <u>(2)</u>	A \$ 56.59 <u>(5)</u>	8,069	D	
Common Stock	05/01/2015		F		2,122	D \$ 56.59 <u>(5)</u>	5,947	D	
Common Stock	05/01/2015		D		2,305	D \$ 56.59	3,642	D	

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Common Stock	05/01/2015	M	4,272 (3)	A	(5) \$ 56.59 (5)	7,914	D
Common Stock	05/01/2015	F	2,048	D	(5) \$ 56.59 (5)	5,866	D
Common Stock	05/01/2015	D	2,224	D	(5) \$ 56.59 (5)	3,642	D

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	(2)	05/01/2015		M		4,427		05/01/2015	05/01/2015	Common Stock	4,427
Restricted Stock Units	(3)	05/01/2015		M		4,272		05/01/2015	05/01/2015	Common Stock	4,272

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TIERNEY BRIAN X 1 RIVERSIDE PLAZA COLUMBUS, OH 43215	Executive VP, CFO

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Brian X.
Tierney

05/05/2015

__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) A portion of Mr. Tierney's restricted stock units (6,999) that were granted on 1/25/2012 vested on 5/1/2015. Upon vesting, 3,357 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. Tierney's restricted stock units (4,427) that were granted on 2/26/2013 vested on 5/1/2015. Upon vesting, 2,122 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (3) A portion of Mr. Tierney's restricted stock units (4,272) that were granted on 12/10/2013 vested on 5/1/2015. Upon vesting, 2,048 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) Value is based on share price of \$57.03 which was the closing price of the stock.
- (5) Value is based on 20 day average closing price of \$56.59.

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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