

TIERNEY BRIAN X
Form 4
May 02, 2019

FORM 4

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

OMB APPROVAL

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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 *
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)
05/01/2019

____ 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)
 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	05/01/2019		M		2,816 (1) \$ 83.67 (4)	49,082	D
Common Stock	05/01/2019		F		1,277 \$ 83.67 (4)	47,805	D
Common Stock	05/01/2019		D		1,539 \$ 83.67 (4)	46,266	D
Common Stock	05/01/2019		F		1,262 (2) \$ 84.95	45,004	D

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Common Stock	05/01/2019	F	1,402 (3)	D	(5) \$ 84.95 (5)	43,840	D	
Common Stock						10,662	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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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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	05/01/2019		M	2,816	05/01/2019 05/01/2019	Common Stock	2,816

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
 05/02/2019

__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 (2,816) that were granted 2/23/2016 vested on 5/1/2019. Upon vesting, 1,277 restricted stock unitw were withheld to satisfy the porting person's tax liability and the remaining restricted stock units were settled in cash.
- (2) A portion of Mr. Tierney's restricted stock units (2,782) that were granted on 2/20/2017 vested on 5/1/2019 Upon vesting, 1,262 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. Tierney's restricted stock units (2,566) that were granted 2/19/2018 vested on 5/1/2019. Upon vesting, 1,164 restricted stock unitw were withheld to satisfy the porting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) Value is based on 20 day average stock closing price.
- (5) Value is based on the closing price of the stock.

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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