

AMERICAN ELECTRIC POWER CO INC
Form S-3MEF
May 15, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

American Electric Power Company, Inc.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

13-4922640
(I.R.S. Employer
Identification No.)

1 Riverside Plaza
Columbus, Ohio
(Address of principal executive offices)

43215
(Zip Code)

Registrant's telephone number, including area code: (614) 716-1000

GEOFFREY S. CHATAS, Treasurer
JEFFREY D. CROSS, Senior Vice President and General Counsel
AMERICAN ELECTRIC POWER SERVICE CORPORATION
1 Riverside Plaza
Columbus, Ohio 43215
(614) 716-1580

(Names, addresses and telephone numbers, including
area code, of agents for service)

It is respectfully requested that the Commission send copies of
all notices, orders and communications to:

Simpson Thacher & Bartlett
425 Lexington Avenue
New York, NY 10017-3909
Attention: James M. Cotter

Dewey Ballantine LLP
1301 Avenue of the Americas
New York, NY 10019-6092
Attention: E. N. Ellis, IV

Approximate date of commencement of proposed sale to the public: From time
to time after the effective date of the Registration Statement.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this Form are to be offered on a
delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, please check the following box. [x]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [x] 333-58540

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of Each Class Of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit* | Proposed Maximum Aggregate Offering Price* | Amount of Registration Fee |
|--|-------------------------|---|--|----------------------------|
| Senior Notes | \$50,000,000 | 100% | \$50,000,000 | \$ 4,045 |

*Estimated solely for purposes of calculating the registration fee.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (Reg. No. 333-58540) filed by American Electric Power Company, Inc. with the Securities and Exchange Commission (the "Commission") including the exhibits thereto, and declared effective by the Commission on April 19, 2001 is incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbus and State of Ohio, on the 15th day of May, 2003.

AMERICAN ELECTRIC POWER COMPANY, INC.

E. Linn Draper, Jr.*
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this

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registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|--------------------------------------|
| (i) Principal Executive Officer E. Linn Draper, Jr.* | Chairman of the Board and Chief Executive Officer | May 15, 2003 |
| (ii) Principal Financial Officer: _/s/ Susan Tomasky____ Susan Tomasky | Vice President, Secretary and Chief Financial Officer | May 15, 2003 |
| (iii) Principal Accounting Officer: _/s/ J. M. Buonaiuto__ J. M. Buonaiuto | Controller | May 15, 2003 |
| (iv) A Majority of the Directors: *E. R. Brooks *Donald M. Carlton *John P. DesBarres *E. Linn Draper, Jr. *Robert W. Fri *William R. Howell | *Lester A. Hudson, Jr. *Leonard J. Kujawa *Richard L. Sandor *Thomas V. Shockley, III *Donald G. Smith *Linda Gillespie Stuntz | May 15, 2003 |
| *By_/s/ Susan Tomasky_ (Susan Tomasky, Attorney-in-Fact) | | |

EXHIBIT INDEX

The following exhibits are filed herewith.

| Exhibit No. | Description |
|-------------|---|
| * 5 | Opinion of Simpson Thacher & Bartlett |
| *23(a) | Consent of Deloitte & Touche LLP |
| 23(b) | Consent of Simpson Thacher & Bartlett (included in Exhibit 5) |
| *24 | Powers of Attorney and resolutions of the Board of Directors of the Company |

* Filed herewith