

AMERICAN EXPRESS CO

Form 4

October 21, 2013

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 *

Glenn William H

(Last) (First) (Middle)

200 VESEY STREET

(Street)

NEW YORK, NY 10285

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

3. Date of Earliest Transaction

(Month/Day/Year)

10/18/2013

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)

Pres, Global Corp Payments

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	10/18/2013		M		26,275	A	\$ 45.768
Common Stock	10/18/2013		M		34,272	A	\$ 45.768
Common Stock	10/18/2013		M		19,421	A	\$ 48.083
Common Stock	10/18/2013		M		110,000	A	\$ 51.865
Common Stock	10/18/2013		S ⁽¹⁾		172,452	D	\$ 79.7542
							<u>(2)</u>

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Common Stock 169.45 ⁽³⁾ I 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (Right to Buy)	\$ 45.768	10/18/2013		M	26,275	01/24/2006 ⁽⁴⁾	01/23/2015	Common Stock	26
Employee Stock Option (Right to Buy)	\$ 45.768	10/18/2013		M	34,272	01/24/2006 ⁽⁴⁾	01/23/2015	Common Stock	34
Employee Stock Option (Right to Buy)	\$ 48.083	10/18/2013		M	19,421	07/25/2006 ⁽⁴⁾	07/24/2015	Common Stock	19
Employee Stock Option (Right to Buy)	\$ 51.865	10/18/2013		M	110,000	01/23/2007 ⁽⁴⁾	01/22/2016	Common Stock	110

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Glenn William H
200 VESEY STREET
NEW YORK, NY 10285

Pres, Global Corp Payments

Signatures

/s/ Michael G. Kuchs,
attorney-in-fact

10/21/2013

__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).

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.

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.58 to \$79.91. 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) 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.

(3) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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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