

AMERICAN EXPRESS CO

Form 4

August 02, 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 *
Squeri Stephen J

(Last) (First) (Middle)

3 WORLD FINANCIAL
CENTER, 200 VESEY ST,
AMERICAN EXPRESS TOWER

(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)

07/31/2013

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)
Group Pres., Global Services

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	07/31/2013		M		18,278 A \$ 45.575	129,394.17	D
Common Stock	07/31/2013		M		107,000 A \$ 51.865	236,394.17	D
Common Stock	07/31/2013		M		130,000 A \$ 57.77	366,394.17	D
Common Stock	07/31/2013		M		65,000 A \$ 49.13	431,394.17	D
Common Stock	07/31/2013		S ⁽¹⁾		297,451 D \$ 75.1315	133,943.17	D

(2)

Common Stock 111.17 I 401(k) Trust (4)

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)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Employee Stock Option (Right to Buy)	\$ 45.575	07/31/2013		M	18,278	05/16/2008 ⁽⁵⁾ 05/15/2015	Common Stock	18	
Employee Stock Option (Right to Buy)	\$ 51.865	07/31/2013		M	107,000	01/23/2007 ⁽⁶⁾ 01/23/2016	Common Stock	107	
Employee Stock Option (Right to Buy)	\$ 57.77	07/31/2013		M	130,000	01/25/2008 ⁽⁷⁾ 01/24/2017	Common Stock	130	
Employee Stock Option (Right to Buy)	\$ 49.13	07/31/2013		M	65,000	01/31/2009 ⁽⁸⁾ 01/30/2018	Common Stock	65	

Reporting Owners

Reporting Owner Name / Address Relationships

Director	10% Owner	Officer	Other
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Squeri Stephen J
 3 WORLD FINANCIAL CENTER
 200 VESEY ST, AMERICAN EXPRESS TOWER
 NEW YORK, NY 10285

Group
 Pres., Global
 Services

Signatures

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

08/02/2013

__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 \$74.79 to \$75.55. 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) Includes shares acquired pursuant to dividend reinvestment.

(3) Shares held in reporting person's account under the Company's Incentive 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.

(4) One half of these options became exercisable on 5/16/2008 and the other on 5/16/2009.

(5) These options became exercisable as follows: 9,500 shares on 1/23/2007, and 32,500 shares on 1/23/2008, 1/23/2009, and 1/23/2010, respectively.

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

(7) One half of these options became exercisable on 1/31/2009 and the other on 1/31/2010.

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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