AMERICAN EXPRESS CO

Form 4

February 26, 2014

FORM 4

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

OMB 3235-0287

Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add CHENAULT		_	2. Issuer Name and Ticker or Trading Symbol AMERICAN EXPRESS CO [AXP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction	Tr vivi			
3 WORLD FINANCIAL CENTER, 200 VESEY ST, AMERICAN EXPRESS TOWER			(Month/Day/Year) 02/26/2014	X Director 10% OwnerX Officer (give title Other (specify below) Chief Executive Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
NEW YORK, NY 10285			Filed(Month/Day/Year)	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
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1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		onDisposed o	f (D)	uired (A) or	Securities	6. Ownership	7. Nature of Indirect Beneficial Ownership
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A)				Owned Following Reported	Form: Direct (D) or Indirect (I)	(Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/26/2014		M	425,000	A	\$ 51.865	1,177,493	D	
Common Stock	02/26/2014		M	312,500	A	\$ 57.77	1,489,993	D	
Common Stock	02/26/2014		S <u>(1)</u>	666,615	D	\$ 89.6557 (2)	823,378	D	
Common Stock	02/26/2014		S <u>(1)</u>	50,280	D	\$ 90.2582 (3)	773,098	D	

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Common Stock	02/26/2014	S(4)	39,328	D	\$ 89.3746 (5)	733,770 (6)	D	
Common Stock						26,148	I	By Wife
Common Stock						4,158	I	Wife As Trustee/custodian
Common Stock						59,122	I	by trust fbo children
Common Stock						67,568	I	by trust fbo children
Common Stock						2,850	I	by son
Common Stock						23,610 (7)	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or posed of (D) rr. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 51.865	02/26/2014		M		425,000	01/23/2007(8)	01/23/2016	Common Stock	425
Employee Stock Option (Right to Buy)	\$ 57.77	02/26/2014		M		312,500	01/25/2008(9)	01/24/2017	Common Stock	312

(9-02)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHENAULT KENNETH I
3 WORLD FINANCIAL CENTER
200 VESEY ST, AMERICAN EXPRESS TOWER
NEW YORK, NY 10285

X Chief Executive Officer

Signatures

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

02/26/2014

**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, the sale of 50% of the net shares acquired from these exercises, and the sale of net shares from previous restricted stock vestings.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.21 to \$90.20. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.21 to \$90.35. 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.
- (4) The reported disposition represents the sale of shares acquired from restricted stock vestings and/or stock option exercises in prior years.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$89.275 to \$89.70. 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.
- (6) The reporting person will retain 50% of the net shares from the stock option exercises reported above for one year in accordance with the Company's retention guidelines for executive officers.
- (7) 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.
- (8) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."
- (9) One-half of the options exercised became exercisable on 1/25/2008, and one-half became exercisable on 1/25/2009.

Remarks:

Prior to the transactions reported on this Form 4, Mr. Chenault directly and indirectly beneficially owned a total of 935,949 co 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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