

AMERICAN EXPRESS CO  
Form 3/A  
February 14, 2006

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |  |   |   |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Squeri Stephen J</p> <p>(Last) (First) (Middle)</p> <p>3 WORLD FINANCIAL CENTER,Â 200 VESEY ST, AMERICAN EXPRESS TOWER</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10285</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMERICAN EXPRESS CO [AXP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>EVP, Chief Information Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/11/2005</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 63,779   | D   | Â  |
| Common Stock                       | 4,271  | I   | 401(k) Trust <sup>(3)</sup>                              |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Employee Stock Option<br>(Right to Buy)       | 11/18/2001   | 02/25/2006         | Common<br>Stock  | 7,973                            | \$ 43.755  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 02/23/2003   | 02/22/2008         | Common<br>Stock  | 23,800                           | \$ 29.302  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 01/27/2004   | 01/26/2013         | Common<br>Stock  | 63,000                           | \$ 33.403  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 01/28/2003   | 01/27/2012         | Common<br>Stock  | 70,000                           | \$ 36.49   | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 08/19/2004   | 02/22/2008         | Common<br>Stock  | 5,209                            | \$ 53.565  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 08/19/2004   | 02/23/2007         | Common<br>Stock  | 689                              | \$ 53.565  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 02/22/2001   | 02/21/2009         | Common<br>Stock  | 21,000                           | \$ 35.292  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 01/26/2005   | 01/25/2014         | Common<br>Stock  | 66,000                           | \$ 50.24   | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 02/26/2003   | 02/25/2011         | Common<br>Stock  | 65,000                           | \$ 44.465  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 02/23/2000   | 02/22/2008         | Common<br>Stock  | 9,100                            | \$ 29.302  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 01/24/2006   | 01/23/2015         | Common<br>Stock  | 83,000                           | \$ 52.285  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 02/28/2002   | 02/27/2010         | Common<br>Stock  | 24,000                           | \$ 43.667  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 07/24/2002   | 07/23/2010         | Common<br>Stock  | 12,000                           | \$ 57.969  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 03/29/2005   | 02/22/2008         | Common<br>Stock  | 16,481                           | \$ 51.065  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 08/19/2004   | 07/27/2007         | Common<br>Stock  | 2,011                            | \$ 53.565  | D  | Â  |
| Employee Stock Option<br>(Right to Buy)       | 12/26/2003   | 02/23/2007         | Common<br>Stock  | 7,420                            | \$ 42.42   | D  | Â  |
| Phantom Stock Units                           | Â <u>(2)</u>   | Â <u>(2)</u>       | Common<br>Stock  | 345                              | \$ 0 <u>(1)</u>  | D <u>(3)</u>   | Â  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| Squeri Stephen J<br>3 WORLD FINANCIAL CENTER<br>200 VESEY ST, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285 | ^             | ^         | ^ EVP, Chief Information Officer | ^     |

## Signatures

/s/ Stephen P. Norman,  
attorney-in-fact

02/14/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The phantom stock converts into common stock on a one-for-one basis.
- (2) The units are to be settled following the reporting person's retirement or other termination of service.
- (3) This filing has been amended to show the reporting person's holdings in employee benefit plans that were omitted from the original filing.

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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