

AMERICAN EXPRESS CO
Form 4
January 27, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CHENAULT KENNETH I

(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)

01/25/2010

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)

Chief Executive Officer

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 | 12/14/2009 | | G | V 3,647 D \$ 0 | 1,035,781 | D | |
| Common Stock | 12/14/2009 | | G | V 10,943 D \$ 0 | 1,024,838 | D | |
| Common Stock | 12/14/2009 | | G | V 4,863 D \$ 0 | 1,019,975 | D | |
| Common Stock | 12/14/2009 | | G | V 4,863 D \$ 0 | 1,015,112 | D | |
| Common Stock | 12/14/2009 | | G | V 2,026 D \$ 0 | 1,013,086 | D | |

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| | | | | | | | | | | |
|--------------|------------|--|------------------|---|---------|---|----------|-----------|---|---------------------------|
| Common Stock | 12/14/2009 | | J ⁽¹⁾ | V | 5,265 | D | \$ 0 | 0 | I | GRAT 2005 |
| Common Stock | 12/14/2009 | | J ⁽¹⁾ | V | 5,265 | A | \$ 0 | 1,018,351 | D | |
| Common Stock | 12/17/2009 | | G ⁽²⁾ | V | 1,060 | D | \$ 0 | 1,017,291 | D | |
| Common Stock | 12/17/2009 | | G ⁽²⁾ | V | 1,060 | A | \$ 0 | 9,843 | I | Wife As Trustee/custodian |
| Common Stock | 12/17/2009 | | G | V | 2,460 | D | \$ 0 | 1,014,831 | D | |
| Common Stock | 12/23/2009 | | G ⁽³⁾ | V | 85,220 | D | \$ 0 | 929,611 | D | |
| Common Stock | 12/23/2009 | | G ⁽³⁾ | V | 85,220 | A | \$ 0 | 85,220 | I | By Wife |
| Common Stock | 01/25/2010 | | A ⁽⁴⁾ | | 103,860 | A | \$ 0 | 1,033,471 | D | |
| Common Stock | 01/25/2010 | | F ⁽⁵⁾ | | 45,503 | D | \$ 37.79 | 987,968 | D | |
| Common Stock | | | | | | | | 22,070 | I | By 401(k) Plan |

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

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SEC 1474
(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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

01/27/2010

__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).
- (1) The reporting person's direct holdings have been increased to reflect the transfer of 5,265 shares from a grantor annuity trust (shown on the reporting person's previous filing as shares indirectly held by "GRAT 2005") into his directly held account.
 - (2) The reporting person's direct holdings have been decreased to reflect the gift of 1,060 shares to his spouse as trustee/custodian of trust accounts for the benefit of his children.
 - (3) The reporting person's direct holdings have been decreased to reflect the transfer of 85,220 shares from a joint account held by him and his spouse to an individual account in his spouse's name.
 - (4) Shares acquired pursuant to the vesting of Restricted Stock Units (i.e., "performance units") granted to reporting person on January 25, 2007.
 - (5) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of Restricted Stock Units granted to reporting person on January 25, 2007.

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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