

AMERICAN EXPRESS CO  
Form 4  
November 08, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**HAYES JOHN D**

(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)  
**11/07/2012**

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)  
EVP, Advertising

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	(A) or (D)	Price
Common Stock	11/07/2012		M		170,218	A	\$ 43.977
Common Stock	11/07/2012		M		88,626	A	\$ 16.71
Common Stock	11/07/2012		S		272,402	D	\$ 55.6743
Common Stock							88,345 (2)
Common Stock							3,830 (3)
						I	By Isp Trust

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

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(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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 43.977	11/07/2012		M	170,218	01/26/2005 <sup>(4)</sup> 01/26/2014	Common Stock 170,218
Employee Stock Option (Right to Buy)	\$ 16.71	11/07/2012		M	88,626	01/29/2010 <sup>(5)</sup> 01/28/2019	Common Stock 88,626

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES JOHN D 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285				EVP, Advertising

## Signatures

/s/ Michael G. Kuchs,  
attorney-in-fact  
11/08/2012

                    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)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.59 to \$55.80. 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 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.
- (4) These options became exercisable in four equal annual installments beginning on the date shown as "Date Exercisable."
- (5) Of the 88,626 option shares exercised, 40,751 became exercisable on 1/29/2011, and the balance became exercisable on 1/29/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.