

AMERICAN EXPRESS CO
Form 4
February 26, 2014

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 *
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)
02/26/2014

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	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 ⁽¹⁾		666,615	D		\$ 89.6557	823,378	D	
								(2)			
Common Stock	02/26/2014		S ⁽¹⁾		50,280	D		\$ 90.2582	773,098	D	
								(3)			

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					\$				
Common Stock	02/26/2014	S ⁽⁴⁾	39,328	D	89.3746	733,770	⁽⁶⁾	D	
					⁽⁵⁾				
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.

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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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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

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, 02/26/2014
attorney-in-fact

**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 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.
 - (2) 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 \$90.35. 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.
 - (3) The reported disposition represents the sale of shares acquired from restricted stock vestings and/or stock option exercises in prior years.

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.
 - (4) 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.
 - (5) 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.
 - (6) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."
 - (7) 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.
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.