

AMERICAN EXPRESS CO

Form 4

January 28, 2015

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHENAULT KENNETH I**

(Last) (First) (Middle)

**200 VESEY STREET, AMERICAN  
EXPRESS TOWER**

(Street)

**NEW YORK, NY 10285-5001**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AMERICAN EXPRESS CO [AXP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/26/2015**

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)

Chairman &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common<br>Stock                       | 06/06/2014                              |                                                             | G                                    | V 31,430 D                                                              | 11 702,340                                                                                                         | D                                                                       |                                                             |
| Common<br>Stock                       | 01/26/2015                              |                                                             | A <sup>(2)</sup>                     | 127,169 A                                                               | \$ 83.3 829,509                                                                                                    | D                                                                       |                                                             |
| Common<br>Stock                       | 01/26/2015                              |                                                             | F <sup>(3)</sup>                     | 63,828 D                                                                | \$ 83.3 765,681                                                                                                    | D                                                                       |                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 67,568                                                                                                             | I                                                                       | by trust fbo<br>children                                    |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 59,122                                                                                                             | I                                                                       | by trust fbo<br>children                                    |

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|                 |        |                  |                              |
|-----------------|--------|------------------|------------------------------|
| Common<br>Stock | 26,148 | I                | By Wife                      |
| Common<br>Stock | 23,795 | I <sup>(4)</sup> | By 401(k) Plan               |
| Common<br>Stock | 4,158  | I                | Wife As<br>Trustee/custodian |
| Common<br>Stock | 2,850  | I                | by son                       |

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

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

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| CHENAULT KENNETH I<br>200 VESEY STREET, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285-5001 | X Chairman & CEO                 |

## Signatures

/s/ Emily T. Epstein,  
attorney-in-fact

01/28/2015

\_\_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 bona fide charitable gifts made by the reporting person.

Represents shares acquired pursuant to vesting of Restricted Stock Units ("performance units") that were granted to the reporting person in January 2012 and have vested based on the Company's 2012-15 return on average equity performance. Pursuant to the Company's stock ownership guidelines, the reporting person is required to hold 50% of shares received upon the vesting of equity awards for a period of one year.

(3) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of Restricted Stock Units.

(4) 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.

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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