

AMERICAN EXPRESS CO

Form 4

January 30, 2017

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)

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)
08/16/2016

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 & 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 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 | 08/16/2016 | | G | V 16,000 D \$ 847,417 | D | | |
| Common Stock | 01/26/2017 | | A ⁽²⁾ | 63,149 A \$ 76.89 | 910,566 | D | |
| Common Stock | 01/26/2017 | | F ⁽³⁾ | 33,349 D \$ 76.89 | 877,217 | D | |
| Common Stock | 01/26/2017 | | A ⁽⁴⁾ | 63,148 A \$ 76.89 | 940,365 | D | |
| Common Stock | 01/26/2017 | | D ⁽⁴⁾ | 63,148 D \$ 76.89 | 877,217 | D | |

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| | | | |
|--------------|-------------------------|---|---------------------------|
| Common Stock | 67,568 | I | by trust fbo children |
| Common Stock | 59,122 | I | by trust fbo children |
| Common Stock | 26,148 | I | By Wife |
| Common Stock | 24,631.8 ⁽⁵⁾ | I | By 401(k) Plan |
| Common Stock | 4,158 | I | Wife As Trustee/custodian |
| Common Stock | 2,850 | I | by son |

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

Reporting Owners

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

Signatures

/s/ Carol V. Schwartz,
attorney-in-fact

01/30/2017

__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 a bona fide charitable gift made by the reporting person.

Represents shares acquired pursuant to vesting of RSUs that were granted to the reporting person in January 2016 and vested in January 2017 based on the terms of the grant approved in January 2016 (see Remarks below). Pursuant to the award terms, the reporting person is required to hold 100% of shares (net of taxes) received upon the vesting of equity awards until one-year after retirement.
- (2) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of the RSUs granted in January 2016.
- (3) The transactions reported represent RSUs granted in January 2016, which were settled in cash upon vesting in accordance with the terms of the grant approved in January 2016 (see Remarks below). The transactions reported represent a simultaneous deemed acquisition of these shares from the issuer and disposition of these shares to the issuer. The issuer withheld a portion of the amount due to the reporting person to satisfy tax obligations arising from the vesting of the RSUs granted in January 2016.
- (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.
- (5)

Remarks:

As disclosed in the Company's 2016 Proxy Statement, in January 2016, the Compensation and Benefits Committee paid Mr. C

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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