

AMERICAN ELECTRIC POWER CO INC  
Form DEF 14A  
March 14, 2018  
Table of Contents

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted  
by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12.

**American Electric Power Company, Inc.**

**(Name of Registrant as Specified in its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

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No fee required.

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- (1) Title of each class of securities to which transaction applies:
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

**Table of Contents**

**Notice of 2018 Annual Meeting Proxy Statement**

**American Electric Power**

1 Riverside Plaza

Columbus, OH 43215

**Nicholas K. Akins**

Chairman of the Board and  
Chief Executive Officer

March 14, 2018

Dear Shareholders:

This year's annual meeting of shareholders will be held at The Ohio State University Ohio Union, 1739 N. High Street, Columbus, Ohio on Tuesday, April 24, 2018, at 9:00 a.m. Eastern Time.

Your Board of Directors and I cordially invite you to attend. Registration will begin at 8:00 a.m. Only shareholders who owned shares on the record date, February 26, 2018, are entitled to vote and attend the meeting. To attend the meeting, you will need to present an admission ticket or the notice you received. If your shares are registered in your name, and you received your proxy materials by mail, your admission ticket is attached to your proxy card. A map and directions are printed on the admission ticket. If your shares are registered in your name and you received your proxy materials electronically via the Internet, you will need to print an admission ticket after you vote by clicking on the "Options" button. If you hold shares through an account with a bank or broker, you will need to contact them and request a legal proxy, or bring a copy of your statement to the meeting that shows that you owned the shares on the record date. Each ticket will admit a shareholder and one guest.

We are mailing to many of our shareholders a notice of Internet availability instead of a paper copy of the proxy materials. The notice contains instructions on how to access those documents over the Internet. The notice also contains instructions on how shareholders can receive a paper copy of our proxy materials, including this proxy statement, our 2017 Annual Report and a form of proxy card or voting instruction card.

During the course of the meeting there will be the usual time for discussion of the items on the agenda and for questions regarding AEP's affairs. Directors and officers will be available to talk individually with shareholders before and after the meeting.

**Your vote is very important. Shareholders of record can vote in any one of the following three ways:**

**By Internet, at [www.envisionreports.com/AEP](http://www.envisionreports.com/AEP)**

**By toll-free telephone at 800-652-8683**

**By completing and mailing your proxy card if you receive paper copies of the proxy materials  
If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions  
from the holder of record that you must follow in order for you to vote your shares.**

If you have any questions about the meeting, please contact Investor Relations, American Electric Power Company, 1  
Riverside Plaza, Columbus, Ohio 43215. The telephone number is 800-237-2667.

Sincerely,

Table of Contents

**NOTICE OF 2018 ANNUAL MEETING**

**American Electric Power Company, Inc.**

**1 Riverside Plaza**

**Columbus, Ohio 43215**

<b>TIME</b>	9:00 a.m. Eastern Time on Tuesday, April 24, 2018
<b>PLACE</b>	The Ohio State University Ohio Union  1739 N. High Street  Columbus, Ohio
<b>ITEMS OF BUSINESS</b>	(1) To elect the 12 directors named herein to hold office until the next annual meeting and until their successors are duly elected. (2) To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year 2018. (3) To hold an advisory vote on executive compensation.
<b>RECORD DATE</b>	Only shareholders of record at the close of business on February 26, 2018 are entitled to notice of and to vote at the meeting or any adjournment thereof.
<b>ANNUAL REPORT</b>	Appendix A to this proxy statement has AEP's audited financial statements, management's discussion and analysis of results of operations and financial condition and the report of the independent registered public accounting firm.
<b>PROXY VOTING</b>	It is important that your shares be represented and voted at the meeting. Please vote in one of these ways: (1) <b>MARK, SIGN, DATE AND PROMPTLY RETURN</b> your proxy card if you receive paper copies of the proxy materials. (2) <b>CALL TOLL-FREE</b> by telephone at 800-652-8683. (3) <b>VISIT THE WEB SITE</b> shown on the notice of Internet availability of proxy materials to vote via the Internet.  If your shares are held in the name of a bank, broker or other holder of record, please follow the instructions from the holder of record in order to vote your shares.

Any proxy may be revoked at any time before your shares are voted at the meeting.

March 14, 2018

David M. Feinberg

*Secretary*

**Table of Contents**

**TABLE OF CONTENTS**

<u>Proxy and Voting Information</u>	1
<u>Item 1: Election of Directors</u>	3
<u>AEP's Board of Directors and Committees</u>	12
<u>Director Compensation</u>	26
<u>Item 2: Proposal to Ratify Appointment of Independent Registered Public Accounting Firm</u>	29
<u>Item 3: Advisory Vote on Executive Compensation</u>	32
<u>Compensation Discussion and Analysis</u>	34
<u>Executive Summary</u>	34
<u>Overview</u>	37
<u>Compensation Peer Group</u>	38
<u>Executive Compensation Program Detail</u>	40
<u>Other Compensation Information</u>	46
<u>Human Resources Committee Report</u>	49
<u>Executive Compensation</u>	51
<u>Summary Compensation Table</u>	51
<u>Grants of Plan-Based Awards for 2017</u>	53
<u>Outstanding Equity Awards at Fiscal Year-End for 2017</u>	54
<u>Option Exercises and Stock Vested for 2017</u>	56
<u>Pension Benefits for 2017</u>	57
<u>Nonqualified Deferred Compensation for 2017</u>	60
<u>Potential Payments Upon Termination of Employment or Change in Control</u>	61
<u>Share Ownership of Directors and Executive Officers</u>	73
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	74
<u>Share Ownership of Certain Beneficial Owners</u>	74
<u>Shareholder Proposals and Nominations</u>	74
<u>Exhibit A: Reconciliation of GAAP and Non-GAAP Financial Measures</u>	77

## **Table of Contents**

### **Proxy Statement**

March 14, 2018

### **Proxy and Voting Information**

A notice of Internet availability of proxy materials or paper copy of this proxy statement, our 2017 Annual report and a form of proxy or voting instruction card is first being mailed or made available to shareholders on or about March 14, 2018, in connection with the solicitation of proxies by the Board of Directors of American Electric Power Company, Inc., 1 Riverside Plaza, Columbus, Ohio 43215, for the annual meeting of shareholders to be held on April 24, 2018 in Columbus, Ohio.

We use the terms AEP, the Company, we, our and us in this proxy statement to refer to American Electric Power Company, Inc. and, where applicable, its subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on December 31.

**Who Can Vote.** Only the holders of shares of AEP common stock at the close of business on the record date, February 26, 2018, are entitled to vote at the meeting. Each such holder has one vote for each share held on all matters to come before the meeting. On that date, there were 492,294,027 shares of AEP common stock, \$6.50 par value, outstanding.

**How You Can Vote.** Shareholders of record can give proxies by (i) mailing their signed proxy cards; (ii) calling a toll-free telephone number; or (iii) using the Internet. The telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been properly recorded. Instructions for shareholders of record who wish to use the telephone or Internet voting procedures are set forth on the proxy card or the website shown on the notice of Internet availability of proxy materials.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record that you must follow in order for you to vote your shares.

When proxies are signed and returned, the shares represented thereby will be voted by the persons named on the proxy card or by their substitutes in accordance with shareholders' directions. If a proxy card is signed and returned without choices marked, it will be voted for the nominees for directors listed on the card and as recommended by the Board of Directors with respect to other matters. The proxies of shareholders who are participants in the Dividend Reinvestment and Stock Purchase Plan include both the shares registered in their names and the whole shares held in their plan accounts on February 26, 2018.

**Revocation of Proxies.** A shareholder giving a proxy may revoke it at any time before it is voted at the meeting by voting again after the date of the proxy being revoked or by attending the meeting and voting in person.

**How Votes are Counted.** The presence of the holders of a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting, present in person or represented by proxy, is necessary to constitute a quorum. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.



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Under New York Stock Exchange (NYSE) rules, the proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm is considered a discretionary item. This means that brokerage firms may vote in their discretion on this matter on behalf of their clients who have not furnished voting instructions. The proposals to elect directors and the advisory vote on

**Table of Contents**

executive compensation are non-discretionary matters. That means that brokerage firms may not use their discretion to vote on such matters without express voting instructions from their clients.

The Company has implemented a majority voting standard for the election of directors in uncontested elections. The election of directors at the Annual Meeting is an uncontested election, so for a nominee to be elected to the Board, the number of votes cast for the nominee's election must exceed the number of votes cast against his or her election. If a nominee does not receive a greater number of votes for his or her election than against such election, he or she will be required to tender his or her resignation for the Board's consideration of whether to accept such resignation in accordance with our Bylaws.

The following table summarizes the Board's voting recommendations for each proposal, the vote required for each proposal to pass, and the effect of abstentions and uninstructed shares on each proposal.

<b>Item</b>	<b>Board Recommendation</b>	<b>Voting Standard</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
<b>Item 1</b> Election of Directors	FOR	Majority of votes cast for each Director	No effect	No effect
<b>Item 2</b> Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2018*	FOR	Majority of shares voted	No effect	Discretionary voting by broker permitted
<b>Item 3</b> Advisory vote to approve executive compensation (Say on Pay)*	FOR	Majority of shares voted	No effect	No effect

\* As advisory votes, the proposals to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2018 and to approve executive compensation are not binding upon the Company. However, the Board, the Audit Committee and the Human Resources Committee value the opinions expressed by shareholders and will consider the outcome of these votes when making future decisions.

**Your Vote is Confidential.** It is AEP's policy that shareholders be provided privacy in voting. All proxies, voting instructions and ballots, which identify shareholders, are held on a confidential basis, except as may be necessary to meet any applicable legal requirements. We direct proxies to an independent third-party tabulator who receives, inspects, and tabulates them. Voted proxies and ballots are not seen by nor reported to AEP except (i) in aggregate number or to determine if (rather than how) a shareholder has voted, (ii) in cases where shareholders write comments on their proxy cards or (iii) in a contested proxy solicitation.

**Multiple Copies of Annual Report, Proxy Statement or Notice of Internet Availability of Proxy Materials to Shareholders.** Securities and Exchange Commission (SEC) rules provide that more than one annual report, proxy statement or notice of Internet availability of proxy materials need not be sent to the same address. This practice is commonly called "householding" and is intended to eliminate duplicate mailings of shareholder documents. Mailing of your annual report, proxy statement or notice of Internet availability of proxy materials is being househanded indefinitely unless you instruct us otherwise. We will deliver promptly upon written or oral request a separate copy of the annual report, proxy statement or notice of Internet availability of proxy materials to a shareholder at a shared address. To receive a separate copy of the annual report, proxy statement or notice of Internet availability of proxy materials, write to AEP, attention: Investor Relations, at 1 Riverside Plaza, Columbus, OH 43215 or call 1-800-237-2667. If more than one annual report, proxy statement or notice of Internet availability of proxy materials

is being sent to your address, at your request, mailing of the duplicate copy can be discontinued by contacting our transfer agent, Computershare Trust Company, N.A. (Computershare), at 800-328-6955 or writing to them at P.O Box 43078, Providence, RI 02940-3078. If you wish to resume receiving separate annual reports, proxy statements or notice of Internet availability of proxy materials at the same address in the future, you may call Computershare at 800-328-6955 or write to them at P.O Box 43078, Providence, RI 02940-3078. The change will be effective 30 days after receipt.

## **Table of Contents**

**Additional Information.** Our website address is *www.aep.com*. We make available free of charge on the Investor Relations section of our website (*www.aep.com/investors*) our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (Exchange Act). We also make available through our website other reports filed with or furnished to the SEC under the Exchange Act, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act. You may request any of these materials and information in print, free of charge, by contacting Investor Relations at: AEP, attention: Investor Relations, 1 Riverside Plaza, Columbus, OH 43215. We do not intend for information contained on our website to be part of this proxy statement. In addition, this proxy statement and the Annual Report for the fiscal year ended December 31, 2017 are available at *www.edocumentview.com/aep*.

## **Item 1. Election of Directors**

Twelve directors are to be elected to hold office until the next annual meeting and until their successors have been elected. AEP's Bylaws provide that the number of directors of AEP shall be such number, not less than 9 nor more than 17, as shall be determined from time to time by resolution of the Board.

The 12 nominees were nominated by the Board on the recommendation of the Committee on Directors and Corporate Governance (the Corporate Governance Committee) of the Board following an individual evaluation of each incumbent nominee's qualifications and 2017 performance. The proxies named on the proxy card or their substitutes will vote for the Board's nominees, unless instructed otherwise. All of the Board's nominees were elected by the shareholders at the 2017 annual meeting. We do not expect any of the nominees will be unable to stand for election or be unable to serve if elected. If a vacancy in the slate of nominees occurs before the meeting, the proxies may be voted for another person nominated by the Board or the number of directors may be reduced accordingly.

**The Board of Directors unanimously recommends a vote FOR each of the director nominees below.**

**Biographical Information.** The following brief biographies of the nominees include their principal occupations, ages on the date of this proxy statement, accounts of their business experience and names of certain companies of which they are directors. Data with respect to the number of shares of AEP's common stock and stock-based units beneficially owned by each of them appears on page 73.

**Table of Contents**

**Nominees For Director**

**Nicholas K. Akins**

**Professional Highlights**

New Albany, Ohio

Elected chief executive officer of AEP in November 2011; elected Chairman of the Board in January 2014 and Chairman and chief executive officer of all of its major subsidiaries in November 2011. President of AEP from January 2011 to October 2011 and executive vice president of AEP from 2006 to 2011.

Age 57

Director since 2011

**Mr. Akins qualifications** to serve on the Board include his extensive senior executive experience in the utility industry and his deep knowledge of the Company as our chief executive officer. Mr. Akins brings to the Board experience in all facets of operational and compliance related activities in the utility industry, which enables him to effectively identify strategic priorities and execute strategy. Mr. Akins service on the board of another public company, including service as chair of its nominating and corporate governance committee, provides Mr. Akins additional governance insights that are valuable in his role as our Board Chairman.

**Current Public Company Boards**

Fifth Third Bancorp

**David J. Anderson**

**Professional Highlights**

Greenwich, Connecticut

Former executive vice president and chief financial officer of Alexion Pharmaceuticals, a leading biotechnology company from December 2016 to August 2017. Previously, chief financial officer from 2003 until his retirement in 2014 of Honeywell International, a diversified technology and manufacturing company.

Age 68

Director since 2011

**Mr. Anderson s qualifications** to serve on the Board include his corporate finance expertise as the chief financial officer of a Fortune 100 company and his experience as a public company director. While at Honeywell, Mr. Anderson was responsible for the company s corporate finance activities including tax,

accounting, treasury, audit, investments, financial planning, acquisitions and real estate. Through his finance leadership positions, Mr. Anderson brings to the Board relevant experience in the areas of management and executive leadership and experience in developing and executing strategy. His extensive finance expertise provides valuable insight in the areas of financial reporting and accounting and controls.

**Current Public Company Boards**

Cardinal Health, Inc.

**Previous Public Company Boards**

Fifth Street Asset Management, Inc. (2014-2015)

BE Aerospace Inc. (2014 - 2017)

**Table of Contents**

**Nominees For Director continued**

**J. Barnie Beasley, Jr.**

**Professional Highlights**

Sylvania, Georgia

Age 66

Director since 2014

Mr. Beasley served as an independent nuclear safety and operations expert to the board of directors of the Tennessee Valley Authority, a large electric utility in the southeastern United States, from 2011 to 2014. Retired chairman, president and chief executive officer of Southern Nuclear Operating Company, the nuclear operating company subsidiary of an electric utility (2004-2008). Advisor to EnergySolutions, Inc., a nuclear services company, since 2014.

**Mr. Beasley s qualifications** to serve on the Board include his nuclear expertise as the chief executive officer of the nuclear operating company subsidiary of Southern Company and his experience as a public company director. Mr. Beasley brings to the Board decades of experience in the nuclear and utility industries, including high level executive management and business oversight experience. He has substantial experience working with federal government administrators, which provides valuable insights in governmental and regulatory issues. His extensive experience in operations provides insights in risk management, safety, personnel development and environmental matters. His experience in the nuclear industry also provides him substantial experience in physical security and cybersecurity.

**Previous Public Company Boards**

EnergySolutions, Inc. (2008-2013)

**Ralph D. Crosby, Jr.**

**Professional Highlights**

McLean, Virginia

Age 70

Retired chairman of EADS North America, Inc., an aerospace company (2002-2011). Retired chief executive officer of EADS North America, Inc. (2002-2009). Previous senior operating role at Northrop Grumman Corporation.

**Mr. Crosby s qualifications** to serve on the Board include his extensive senior executive experience in the aerospace industry and

Director since 2006

his experience as a public company director. Mr. Crosby brings to the Board significant senior management and operations experience through his roles as chief executive officer in the highly regulated aerospace and defense industries. He has a deep understanding of the complexities of operating a global business, including strategic planning, regulatory and legislative and public policy matters. Through his career in the aerospace industry, he has experience in technology and innovation.

**Current Public Company Boards**

Airbus Group, SE

**Previous Public Company Boards**

Ducommun Incorporated (2000-2013)

Serco Group PLC (2012-2017)



**Table of Contents**

**Nominees For Director continued**

**Linda A. Goodspeed**

Marco Island, Florida

Age 56

Director since 2005

**Professional Highlights**

Retired managing partner of Wealthstrategies Financial Advisors, LLC (2008-2017). Retired senior vice president and chief information officer of The ServiceMaster Company, a residential and commercial service company (2011-2013). From 2008 to 2011, vice president of information systems of Nissan North America, Inc., an automobile manufacturer.

**Ms. Goodspeed's qualifications** to serve on the Board include her information technology expertise as a chief information officer and her experience as a public company director. Ms. Goodspeed has experience in key strategic and operational roles with several large global companies as chief information officer. Ms. Goodspeed brings to the Board a wealth of experience leading complex IT organizations and brings innovation experience. She has completed the National Association of Corporate Directors certification in cybersecurity oversight. She has experience as a senior leader of businesses developing electric vehicles, and past experience developing and marketing new customer facing products and technology in the appliance and automotive industries.

**Current Public Company Boards**

AutoZone, Inc.

Global Power Equipment Group

Darling Ingredients Inc.

**Previous Public Company Boards**

Columbus McKinnon Corp (2004-2017)

**Thomas E. Hoaglin**

**Professional Highlights**

Columbus, Ohio Retired chairman and chief executive officer of Huntington Bancshares Incorporated, a bank holding company (2001-2009). Member, Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

Age 68

Director since 2008

**Mr. Hoaglin's qualifications** to serve on the Board include his extensive senior executive experience in the banking industry and his experience as a public company director. With his experience as chairman and chief executive officer of Huntington Bancshares, Mr. Hoaglin brings to the Board extensive experience in consumer and commercial marketing, and experience as leader of a company focused on meeting customer expectations. His experience as a banker provides him with strong credit and risk management experience and knowledge of credit and capital markets. He also has extensive corporate governance expertise from his service on the Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

#### **Current Public Company Boards**

The Gorman-Rupp Company

**Table of Contents**

**Nominees For Director continued**

**Sandra Beach Lin**

**Professional Highlights**

Flower Mound, Texas

Age 60

Director since 2012

Retired chief executive officer of Calisolar, Inc., a solar silicon company (2010-2011). Executive vice president, then corporate executive vice president of Celanese Corporation, a global hybrid chemical company (2007-2010). Previous senior operating roles at Avery Dennison, Alcoa and Honeywell. Member, Nominating and Corporate Governance Committee Chair Advisory Council of the National Association of Corporate Directors.

**Ms. Lin's qualifications** to serve on the Board include her extensive senior executive experience managing large global businesses in multiple industries and her experience as a public company director. Ms. Lin brings to the Board extensive experience as a senior executive in operational roles at numerous industrial manufacturing sites, which gave her significant experience in employee safety and manufacturing. In her senior leadership positions, she created and executed strategies in diverse industries, including automotive, packaging, specialty chemicals and solar energy. She also has wide experience in sales and marketing. In her executive leadership as the chief executive officer of a materials supplier to the solar industry, she helped bring to market new, innovative technology to reduce costs to solar cell manufacturers. Her service as a board leadership fellow for the National Association of Corporate Directors has given her additional expertise related to corporate governance.

**Current Public Company Boards**

WESCO International

PolyOne Corporation

**Table of Contents**

**Nominees For Director continued**

<p><b>Richard C. Notebaert</b></p> <p>Chicago, Illinois</p> <p>Age 70</p> <p>Director since 2011</p>	<p><b>Professional Highlights</b></p> <p>Retired chief executive officer of Qwest Communications International Inc., a telecommunications systems company (2002-2007). Previous chief executive officer of Ameritech Corporation and Tellabs, Inc.</p> <p><b>Mr. Notebaert s qualifications</b> to serve on the Board include his extensive senior executive experience in the regulated telecommunications industry and his experience as a public company director. Mr. Notebaert spent more than 11 years as Chairman and Chief Executive Officer of large publicly traded telecommunication companies. Mr. Notebaert brings to the Board relevant experience in the areas of operations, markets, risk management, mergers and acquisitions, management, finance, executive leadership, strategic planning, human resources and labor relations and corporate governance. Mr. Notebaert also brings to the Board valuable perspective and insights from his service as a director of Aon Corporation, an insurance brokerage and services company, including experience in risk management and executive compensation from chairing its Compensation Committee. Through his executive experience in the regulated telecommunications industry, he has experience managing regulatory and public policy matters.</p> <p><b>Current Public Company Boards</b></p> <p>Aon Corporation</p> <p><b>Previous Public Company Boards</b></p> <p>Cardinal Health, Inc. (1999-2015)</p>
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**Table of Contents**

**Nominees For Director continued**

**Lionel L. Nowell III**

**Professional Highlights**

Marco Island, Florida

Retired senior vice president and treasurer of PepsiCo, Inc., a food and beverage company (2001-2009). Previous senior positions at RJR Nabisco, Inc. and Diageo Plc.

Age 63

**Mr. Nowell's qualifications** to serve on the Board include his experiences as a senior executive at a Fortune 100 company, and his experience as a public company director. With his more than 30 years of operational and financial management experience in the consumer products industry, including his service as the senior vice president and treasurer of a multi-national food and beverage company, Mr. Nowell brings to the Board strong leadership skills and extensive knowledge in the areas of strategy development and execution, corporate finance, credit and treasury, financial reporting, accounting and controls, and risk management. At PepsiCo, Mr. Nowell also had leadership experience in marketing and the customer experience. Mr. Nowell's service as a director of Bank of America has given him expertise in regulatory and policy issues and additional experience in risk management.

Director since 2004

**Current Public Company Boards**

Bank of America Corporation

British American Tobacco plc

**Previous Public Company Boards**

Reynolds American Inc. (2007-2017)

Darden Restaurants Inc. (2014-2016)

HD Supply Holdings Inc. (2017)

**Stephen S. Rasmussen**

**Professional Highlights**

Columbus, Ohio

Chief executive officer of Nationwide Mutual Insurance Company (Nationwide) since 2009. President and chief operating officer of Nationwide (2003 – 2009).

Age 65

**Mr. Rasmussen's qualifications** to serve on the Board include his extensive senior executive experience in the insurance industry. As the chief executive officer of Nationwide Mutual Insurance Company, a Fortune 100 large diversified insurance and financial services organization, Mr. Rasmussen brings to the Board extensive experience in risk management and strategic planning in the highly regulated insurance industry. He also brings to the Board relevant experience in the areas of marketing, management, finance, executive leadership, and the customer experience.

Director since 2012

Table of Contents

Nominees For Director continued

**Oliver G. Richard, III**

Lake Charles, Louisiana

Age 65

Director since 2013

**Professional Highlights**

Owner and president of Empire of the Seed LLC, a private consulting firm in the energy and management industries, as well as the private investments industry and owner of commercial properties since 2005. Mr. Richard served as chairman, president and chief executive officer of Columbia Energy Group ( Columbia Energy ) from April 1995 until Columbia Energy was acquired by NiSource Inc. in November 2000. Mr. Richard served as a commissioner of the Federal Energy Regulatory Commission from 1982 to 1985.

**Mr. Richard s qualifications** to serve on the Board include his extensive knowledge of the utility industry as a former commissioner of the Federal Energy Regulatory Commission, his senior executive experience at utility companies and his experience as a public company director. Mr. Richard brings to the board experience as a regulator in our industry, along with his other legal and public policy experience, which gives him unique and valuable perspective to our industry. He also has a breadth of experience in the energy sector, through his position as chairman, president and chief executive officer of a Fortune 500 company, with relevant experience in the areas of operations, management, executive leadership, strategic planning, human resources and corporate governance. He also has experience as a consultant in the energy and management industries.

**Current Public Company Boards**

Buckeye Partners, L.P.

Cheniere Energy Partners, GP, LLC



**Table of Contents**

**Nominees For Director continued**

<p><b>Sara Martinez Tucker</b></p> <p>Dallas, Texas</p> <p>Age 62</p> <p>Director since 2009</p>	<p><b>Professional Highlights</b></p> <p>Former Chief Executive Officer of the National Math and Science Initiative from February 2013 to March 2015. From 2009 to February 2013, independent consultant. Former Under Secretary of Education in the U.S. Department of Education (2006-2008). Chief executive officer and president of the Hispanic Scholarship Fund from 1997 to 2006. Retired executive of AT&amp;T.</p> <p><b>Ms. Tucker s qualifications</b> to serve on the Board include her experience in governmental affairs as the Under Secretary of Education, her experience in human resources and customer service operations in the telecommunications industry and her experience as a public company director. Her leadership positions in government and education provide perspective on social responsibility and diversity. Ms. Tucker brings to the Board relevant expertise from her various leadership positions in government and education and her business experience in the highly regulated telecommunications industry at AT&amp;T in regulatory affairs, government and public policy matters. As an executive at AT&amp;T, she had experience in consumer and retail businesses and human resources.</p> <p><b>Current Public Company Boards</b></p> <p>Xerox Corporation</p> <p>Sprint Corporation</p>
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**Table of Contents****AEP's Board of Directors and Committees**

Under New York law, AEP is managed under the direction of the Board of Directors. The Board establishes broad corporate policies and authorizes various types of transactions, but it is not involved in day-to-day operational details. During 2017, the Board held six regular meetings and one telephonic meeting. AEP encourages but does not require members of the Board to attend the annual shareholders' meeting. Last year, all directors attended the annual meeting.

Two members of our Corporate Governance Committee, Ms. Lin and Mr. Hoaglin, are members of The National Association of Corporate Directors (NACD) Nominating and Governance Chair Advisory Council, a group that seeks to identify ways that board nominating and governance committees can help build investor confidence in publicly traded companies. Ms. Lin is also an NACD Board Leadership Fellow.

**Board Meetings and Committees.** The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings. Directors are also expected to become familiar with AEP's management team and operations as a basis for discharging their oversight responsibilities.

The Board has seven standing committees. The table below shows the number of meetings conducted in 2017 by each committee and the directors who currently serve on these committees. Each director attended 91 percent or more of the meetings of the Board and Board committees on which he or she served during 2017, and the average director attendance in 2017 was 98 percent.

<b>BOARD COMMITTEES</b>							
<b>Directors</b>							
<b>and</b>							
<b>Corporate</b>							
						<b>Human</b>	<b>Nuclear</b>
<b>DIRECTOR</b>	<b>Audit</b>	<b>Governance</b>	<b>Policy</b>	<b>Executive</b>	<b>Finance</b>	<b>Resources</b>	<b>Oversight</b>
Mr. Akins			X	X (Chair)			
Mr. Anderson	X		X		X (Chair)		
Mr. Beasley	X		X				X (Chair)
Mr. Crosby			X	X		X (Chair)	X
Ms. Goodspeed	X		X				X
Mr. Hoaglin		X (Chair)	X	X		X	
Ms. Lin	X	X	X (Chair)				
Mr. Notebaert		X	X		X	X	
Mr. Nowell	X (Chair)	X	X	X	X		
Mr. Rasmussen		X	X		X	X	
Mr. Richard			X			X	X
Ms. Tucker	X	X	X				
2017 Meetings	7	5	3	0	5	8	4

The functions of the committees are described below. The committee charters provide a more detailed discussion of the purposes, duties and responsibilities of the committees. A copy of each of the committee charters can be found on

our website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance).

The ***Committee on Directors and Corporate Governance*** (the Corporate Governance Committee) is responsible for:

1. Recommending the size of the Board within the limits imposed by the Bylaws.
2. Recommending selection criteria for nominees for election or appointment to the Board.

**Table of Contents**

3. Conducting independent searches for qualified nominees and screening the qualifications of candidates recommended by others.
4. Recommending to the Board nominees for appointment to fill vacancies on the Board as they occur and the slate of nominees for election at the annual meeting.
5. Reviewing and making recommendations to the Board with respect to compensation of directors and corporate governance.
6. Recommending members to serve on committees and chairs of the committees of the Board.
7. Reviewing the independence and possible conflicts of interest of directors and executive officers.
8. Overseeing the AEP Corporate Compliance Program.
9. Overseeing the annual evaluation of the Board of Directors.
10. Overseeing the annual evaluation of individual directors.
11. Monitoring the implementation of AEP's Related Person Transaction Approval Policy.
12. Overseeing AEP's Corporate Accountability Report, including the material concerning political contributions. Consistent with the rules of the NYSE and our Director Independence Standards, all members of the Corporate Governance Committee are independent.

The ***Human Resources Committee*** (the HR Committee) annually reviews and approves AEP's executive compensation in the context of the performance of management and the Company. None of the members of the HR Committee is or has been an officer or employee of the Company or any of its subsidiaries. In addition, each of the current members of the HR Committee has been determined to be independent by the Board in accordance with NYSE rules and our Director Independence Standards. In addition, each member is a non-employee director as defined in SEC Rule 16b-3 under the Exchange Act and is an outside director as defined in Section 162(m) of the Internal Revenue Code.

The HR Committee also reviews the Compensation, Discussion and Analysis section of this proxy statement, and recommends that it be included in the Company's Annual Report on Form 10-K.

For a more complete description of the HR Committee's responsibilities, see the Human Resources Committee Report on page 49.

The ***Audit Committee*** is responsible for, among other things, the appointment of the independent registered public accounting firm (independent auditor) for the Company; reviewing with the independent auditor the plan and scope of the audit and approving audit fees; monitoring the adequacy of financial reporting and internal control over financial reporting and meeting periodically with the internal auditor and the independent auditor.

Consistent with the rules of the NYSE and our Director Independence Standards, all members of the Audit Committee are independent. The Board has determined that all members of the Audit Committee, Messrs. Anderson, Beasley and Nowell and Ms. Goodspeed, Ms. Lin and Ms. Tucker, are audit committee financial experts as defined by SEC rules.

The ***Finance Committee*** monitors and reports to the Board with respect to the capital requirements and financing plans and programs of AEP and its subsidiaries, including reviewing and making recommendations concerning their short and long-term financing plans and programs. The Finance Committee also provides recommendations to the Board on dividend policy, including the declaration and payment of dividends. The Finance Committee also reviews and approves the treasury policies of the Company.

The ***Nuclear Oversight Committee*** is responsible for overseeing and reporting to the Board with respect to the management and operation of AEP's nuclear generation.

**Table of Contents**

The *Policy Committee* is responsible for examining AEP’s policies on major public issues affecting the AEP System, including environmental, technology, fuel supply, industry change and other matters.

The *Executive Committee* is empowered to exercise all the authority of the Board, subject to certain limitations prescribed in the Bylaws, during the intervals between meetings of the Board.

**Corporate Governance**

AEP maintains a corporate governance page on its website that includes key information about corporate governance initiatives, including AEP’s Principles of Corporate Governance (Principles), AEP’s Principles of Business Conduct, Code of Business Conduct and Ethics for Members of the Board of Directors, Director Independence Standards, and charters for the Audit Committee, the Corporate Governance Committee and the HR Committee. The corporate governance page can be found at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance). Printed copies of all of these materials also are available without charge upon written request to Investor Relations at: AEP, attention: Investor Relations, 1 Riverside Plaza, Columbus, Ohio 43215.

We are committed to strong governance practices that protect the long-term interests of our shareholders. Our governance framework includes the following key governance best practices:

**Governance Highlights**

11 out of 12 directors are independent	Annual shareholder engagement on governance issues
Strong Independent Lead Director with clearly delineated duties	Executive sessions of non-management directors at every Board meeting
Annual election of all directors	Robust stock ownership guidelines for executive officers and non-employee directors
Majority voting in the election of directors with director resignation policy (plurality standard to apply in contested elections)	Risk oversight by full Board and Committees
Annual Board and Committee self-evaluations, including individual Board member evaluations	Board and Committees may hire outside advisors independently of management
Audit Committee, HR Committee, and Corporate Governance Committee composed entirely of independent directors	Limit on the number of public company directorships Board members may hold (4)
Diverse Board in terms of gender, ethnicity and specific skills and qualifications	Proxy access for shareholders

**Directors**

**Qualifications**

The Principles are available on our website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance). With respect to director qualifications and attributes, the Principles provide that, in nominating a slate of Directors, it is the Board’s objective, with the assistance of the Corporate Governance Committee, to select individuals with skills and experience to effectively oversee management’s operation of the Company’s business.

In addition, the Principles provide that directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the shareholders, and that directors must also have an inquisitive and objective perspective, practical wisdom and mature judgment.

**Table of Contents**

These requirements are expanded in the Criteria for Evaluating Directors (Criteria). The Criteria are available on the Company's website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance).

As indicated in the Principles and the Criteria, directors should have personal attributes such as high integrity, intelligence, wisdom and judgment. In addition, they should have skills and experience that mesh effectively with the skills and experience of other Board members, so that the talents of all members blend together to be as effective as possible in overseeing a large energy business.

**Diversity**

The Criteria also includes the Company's statement regarding how the Board considers diversity in identifying nominees for our Board. The Criteria provide:

Two central objectives in selecting board members and continued board service are that the skills, experiences and perspectives of the Board as a whole should be broad and diverse, and that the talents of all members of the Board should blend together to be as effective as possible. Diversity in gender, race, age, tenure of board service, geography and background of directors, consistent with the Board's requirements for knowledge and experience, are desirable in the mix of the Board.

Our Corporate Governance Committee considers these criteria each year as it determines the slate of director nominees to recommend to the Board for election at our annual meeting. It also considers these criteria each time a new director is recommended for election or appointment to the Board. The Corporate Governance Committee is committed to including in each director search qualified candidates who reflect diverse backgrounds, including diversity of gender and race. The Board believes that its implementation of this policy is effective in maintaining the diversity of the members of the Board.



## **Table of Contents**

Understanding the importance of Board composition and refreshment for effective oversight, the Corporate Governance Committee strives to maintain an appropriate balance of tenure, diversity, skills and experience on the Board. Below are highlights of the composition of our Director nominees:

### **Selection of Director Candidates**

The Corporate Governance Committee is responsible for recruiting new directors and identifies, evaluates and recommends director candidates to the Board. The Corporate Governance Committee regularly assesses the appropriate size and composition of the Board, the needs of the Board and the respective committees of the Board and the qualifications of candidates in light of these needs. Candidates may come to the attention of the Corporate Governance Committee through shareholders, management, current members of the Board or search firms. Shareholders who wish to recommend director candidates to the Corporate Governance Committee may do so by following the procedures described in Shareholder Proposals and Nominations on page 74.

### **Linking Business Strategy with Key Skills Represented on the Board**

We are one of the nation's largest electricity producers with approximately 33,000 megawatts of diverse generating capacity, including 4,200 megawatts of renewable energy. We maintain the nation's largest electricity transmission system and more than 224,000 miles of distribution lines to efficiently deliver safe, reliable power to nearly 5.4 million regulated customers in 11 states.

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## **Table of Contents**

AEP's long-term strategy is to become a fully regulated, premier energy company focused on investment in infrastructure and energy solutions that customers want and need. We are focused on building a smarter energy infrastructure and delivering new technologies and custom energy solutions to our customers.

The Corporate Governance Committee and the Board regularly consider the Company's strategy and the particular skills, experiences and other qualifications that should be represented on the Board as a whole, to effectively oversee the Company's strategic direction. We believe that the directors, taken together as a group, possess the skills and expertise appropriate for maintaining an effective Board aligned with the Company's long term strategy. Listed below are summaries of specific qualifications that the Corporate Governance Committee and the Board believe should be represented on the Board.

### **Senior Executive Leadership and Business Strategy**

Directors who hold or have held significant senior leadership experience as a CEO or senior executive provide the Company with unique insights. They generally possess extraordinary leadership skills as well as the ability to recognize and develop leadership skills in others. They have a practical understanding of organizations, strategy and risk management, and know how to drive growth.

### **Regulated Industry Experience**

Our business is heavily regulated. AEP engages in a complex business with significant public policy and public safety implications. A portion of our business deals with nuclear regulations and operations. The development and execution of our strategy depends on directors who have experience with public policy issues, energy markets, technology, renewable energy, and electric transmission and distribution infrastructure.

### **Industrial Operations Experience**

AEP invests billions of dollars each year on maintenance and growth investments to improve reliability of its electric transmission and distribution systems, and to enhance customer service. AEP also invests substantial sums in our generation portfolio. Having directors with experience with these complex processes is important because it allows the Board to provide AEP with appropriate decision-making and oversight related to complex capital projects.

### **Finance and Accounting**

Accurate and transparent financial reporting is critical to our success. We seek to have a number of directors who qualify as audit committee financial experts.

### **Safety and Talent**

With safety as an AEP core value, maintaining the safety of AEP employees and the general public is imperative. Therefore, it is helpful to have directors with experience who can assist the Board in its oversight of the Company's programs and performance related to health and safety. In addition, directors who have significant leadership experience as a CEO or senior executive are better able to recognize and develop leadership skills and talents in others.

### **Risk Management**

Managing risk in a rapidly changing utility industry is critical to our success. Directors with an understanding of the most significant risks facing AEP and experience and leadership to provide effective oversight of management risk processes is critical to our success.

### **Government, Legal and Environmental Affairs**

AEP is engaged in a business that is subject to extensive regulation by multiple state and federal regulatory authorities. Experience with and understanding of government regulation is critical to AEP's efforts to help shape public policy and government regulation that has a direct effect on its business and strategy. The production of energy also has environmental implications and how we address rapidly evolving environmental regulation has important strategic implications. As such, we seek directors with experience in government, legal and

environmental affairs to provide insight on effective strategies in these areas.

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## **Table of Contents**

### **Customer Experience and Marketing**

Understanding the needs of our customers is important in our rapidly changing industry. Marketing expertise is also important as our business becomes more competitive and as we focus on meeting customer expectations and transforming the customer experience. We seek directors who have experience in consumer businesses and are committed to excellence in service.

### **Cybersecurity and Physical Security**

The industry in which AEP conducts its business is subject to physical and cyber threats against the security of assets and systems. AEP recognizes the importance of directors who possess experience in these areas.

### **Innovation and Technology**

The utility industry is rapidly changing with the development of new technologies, and shifting energy policy and environmental regulation in energy markets. Therefore, it is important to have directors who possess experience in these areas.

The Corporate Governance Committee also considers a wide range of additional factors, including each candidate's projected retirement date to assist in Board succession planning; other positions the candidate holds, including other boards of directors on which he or she serves; and the independence of each candidate.

In our corporate governance outreach calls with our largest shareholders, several asked us to consider reducing the number of public company boards that our directors may serve on to ensure that directors have sufficient time to dedicate to their Board service. In response to this shareholder feedback, we amended the Principles in 2015, to reduce the number of public boards our directors can serve on from six to four.

Typically, the Corporate Governance Committee identifies candidates through the use of an outside search firm. The Corporate Governance Committee provides the outside search firm with the characteristics, skills and experiences that may complement those of the existing members. The outside search firm then provides recommendations for candidates with such attributes and skills. The Corporate Governance Committee meets in executive session to discuss potential candidates and determines which candidates to interview.

The Corporate Governance Committee believes it is important to have a mix of experienced directors with a deep understanding of the Company and others who bring a fresh perspective. In this regard, the Corporate Governance Committee has recruited six new directors to the Board over the last seven years (50 percent of the current Board) through the rigorous process described above. In our view, the best method to ensure healthy board evolution is through thoughtful consideration of the nomination of directors prior to each election or appointment based on a variety of factors, including director performance, skills and expertise, the Company's needs and board diversity.

### **Director Independence**

In accordance with the NYSE standards, a majority of the members of the Board of Directors must qualify as independent directors. Under the NYSE standards, no member of the Board is independent unless the Board affirmatively determines that such member does not have a direct or indirect material relationship with the Company. The Board has adopted categorical standards to assist it in making this determination of director independence (Director Independence Standards). These standards can be found on our website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance).

Each year, our directors complete a questionnaire that elicits information to assist the Corporate Governance Committee in assessing whether the director meets the NYSE's independence standards and the Director Independence Standards. Each director lists all the companies and charitable organizations that he or she, or an immediate family member, has a relationship with as a partner, trustee, director or officer, and indicates whether that entity made or received payments from AEP. The Company reviews its financial records to determine the



## **Table of Contents**

amounts paid to or received from those entities. A list of the entities and the amounts AEP paid to or received from those entities is provided to the Corporate Governance Committee. Utilizing this information, the Corporate Governance Committee evaluates, with regard to each director, whether the director has any material relationship with AEP or any of its subsidiaries and also confirms that none of these relationships is advisory in nature. The Corporate Governance Committee determines whether the amount of any payments between those entities and AEP could interfere with a director's ability to exercise independent judgment. The Corporate Governance Committee also reviews any other relevant facts and circumstances regarding the nature of these relationships to determine whether other factors, regardless of the categorical standards the Board has adopted or under the NYSE's independence standards, might impede a director's independence.

We are an energy company that provides electric service in eleven different states. Any organization that does business in our service territory is served by one of our subsidiaries. Many of our directors live in our service territory or are executives, directors or trustees of organizations that do business in our service area. Most of those organizations purchase electric service from us. However, these organizations purchase electric service from us at tariff rates or at rates obtained through a competitive bid process. Therefore, the Corporate Governance Committee determined that none of those relationships impedes a director's independence.

We make numerous charitable contributions to nonprofit and community organizations and universities in the states where we do business. Again, because many of our directors live in our service territory and are highly accomplished individuals in their communities, our directors are frequently affiliated with many of the same educational institutions, museums, charities and other community organizations. The Corporate Governance Committee reviews charitable contributions made by AEP to organizations with which our directors or their immediate family members are affiliated. The Corporate Governance Committee also reviews contributions made from The American Electric Power Foundation, which was created to support and play an active, positive role in the communities in which we operate by contributing funds to organizations in those communities. The Corporate Governance Committee determined that the Company's contributions were not materially influenced by the director's relationship with the organization, and therefore none of these relationships conflicts with the interests of the Company or would impair the director's independence or judgment.

The Board's independence determinations specifically included reviewing the following transactions with Mr. Rasmussen, who is an executive officer of Nationwide Insurance. Nationwide purchases electricity from our subsidiaries (substantially less than one percent of either company's gross revenues). In addition, the Company paid an insignificant amount to Nationwide for standard insurance premiums, rent for office space and interest payments on ordinary course debt issued by the Company and its subsidiaries, which was sold through underwriters or brokers (which totaled substantially less than one percent of either company's gross revenues). The transactions between Nationwide and the Company were in the ordinary course and entered into on an arm's length basis, and payments were for services that were transactional in nature and did not involve any consulting or advisory work. Therefore, the Board determined that these transactions did not impair the independence of Mr. Rasmussen.

As a result of this review, the Board has determined that, other than Mr. Akins, each of the directors and director nominees standing for election, including Messrs. Anderson, Beasley, Crosby, Hoaglin, Notebaert, Nowell, Rasmussen and Richard and Ms. Goodspeed, Ms. Lin and Ms. Tucker, has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) and is independent under the NYSE rules and the Company's Director Independence Standards.

## **Shareholder Nominees for Directors**

The Corporate Governance Committee will consider shareholder recommendations of candidates to be nominated as directors of the Company. All such recommendations must be in writing and submitted in accordance with the procedures described under Shareholder Proposals and Nominations on page 74 and must include information required in AEP's Policy on Consideration of Candidates for Director Recommended by Shareholders. A copy of this policy is on our website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance). Shareholders' nominees who comply with these procedures will receive the same consideration that all other nominees receive.

**Table of Contents**

**Board Leadership**

We believe the Company and its shareholders are best served by a Board that has the flexibility to establish a leadership structure that fits the needs of the Company at a particular point in time. Under the Principles, the Board has the authority to combine or separate the positions of Chairman and CEO, as well as to determine whether, if the positions are separated, the Chairman should be an employee, non-employee or an independent director.

The Board believes that the functioning of the Board is currently best served by maintaining a structure of having one individual serve as both Chairman and CEO. The Board believes that having a single person acting in those capacities promotes unified leadership and direction for both the Board and management and also provides a single, clear focus to execute the Company's strategy especially during this time of significant change in the utility business. However, in certain circumstances, such as the transition from one chief executive officer to another, the Board believes it may be appropriate for the role of Chairman and CEO to be split.

Under the Principles, in circumstances where the Chairman of the Board is not independent or where the positions of Chairman and Chief Executive Officer are filled by the same person, the Board considers it useful and appropriate to designate a Lead Director. The Company already has policies and practices in place to provide independent oversight of management and the Company's strategy. The Board currently includes 11 independent directors among its 12 members. The Board routinely holds executive sessions at which only independent directors are present, and, each year, the independent directors select a Lead Director responsible for facilitating and chairing the independent directors sessions.

**Lead Director**

Mr. Hoaglin has been the Lead Director of the Board since April 2012. The purpose of the Lead Director is to promote the independence of the Board in order to represent the interests of the shareholders. The Lead Director is selected by the independent directors. As the Lead Director, Mr. Hoaglin:

Works closely with the Chairman in developing the agenda for Board meetings and the information sent to the Board	Participates in the Company's annual shareholder outreach
Consults with and advises the Chairman on matters arising between Board meetings	Sets the agenda for and chairs all executive sessions of the Board
Advises the Chairman on Board Committee and Committee Chair assignments	Serves as a liaison between the Chairman and the independent directors
Leads the Board's annual self-assessment	Has the authority to call special meetings of the Board
Reviews the results of the annual evaluation of individual directors with each director	Has the authority to retain outside legal counsel or other advisors as needed by the Board
Co-leads, with the Chair of the HR Committee, the annual performance assessment of the Chief Executive Officer	





## **Table of Contents**

### **Board Oversight**

#### **The Board's role in AEP's risk oversight process**

The Board has the overall responsibility for overseeing the Company's management of risks. Management is responsible for identifying and managing the Company's risks. The Board reviews the Company's processes for identifying and managing risks and communicating with the Board about those risks to help ensure that the processes are effective.

Like other companies, we have very diverse risks. These include financial and accounting risks, capital deployment risks, operational risks, cyber security risks, compensation risks, liquidity risks, litigation risks, strategic risks, regulatory risks, reputation risks, natural-disaster risks and technology risks. Some critical risks having enterprise-wide significance, such as corporate strategy and capital budget, require the full Board's active oversight, but our Board committees also play a key role because they can devote more time to reviewing specific risks. Other committees oversee both specific and broad types of risks. Some of the committees have oversight responsibility for specific risks that are inherent in carrying out their responsibilities set forth in their charters.

The Board is responsible for ensuring that these types of risks are properly delegated to the appropriate committee, and that the risk oversight activities are properly coordinated and communicated among the Board and the various committees that oversee the risks. Our Chief Risk Officer attends Audit Committee meetings and reviews and discusses Company risks. Management has prepared and categorized a list of the Company's major types of risks. The Audit Committee reviewed that list and proposed an assignment of risks either to the full Board or to specific committees. The Board reviewed the recommendations and adopted the proposed allocation of responsibilities.

The Audit Committee is responsible for overseeing financial reporting risks, and oversees the Company's maintenance of financial and disclosure controls and procedures and specifically reviews our litigation and regulatory risks as part of their review of the Company's disclosures. The Audit Committee also discusses AEP's policies for risk assessment and risk management. Our Chief Financial Officer, Chief Risk Officer, Chief Accounting Officer and General Counsel attend the Audit Committee meetings.

Our Finance Committee broadly oversees our financial risks, which include energy trading risks, liquidity risks and interest rate risks. The Finance Committee reviews and approves the Company's risk policies relating to our power marketing and hedging activities and also oversees the performance of the assets in our pension plans. Our Chief Financial Officer, Chief Risk Officer and General Counsel attend the Finance Committee meetings.

Our HR Committee reviews the Company's incentive compensation practices to ensure they do not encourage excessive risk-taking and are consistent with the Company's risk tolerance. The HR Committee also oversees our succession planning and executive leadership development. Our Chief Administrative Officer attends the HR Committee meetings.

The Corporate Governance Committee focuses on corporate governance risks and oversees the Company's Corporate Compliance Program, which includes the Company's whistleblower program. Our General Counsel attends the meetings of the Corporate Governance Committee.

Our Nuclear Oversight Committee focuses on the specific risks of operating a nuclear plant.



**Table of Contents**

**Compensation Risk**

The Company has designed its executive compensation process, with oversight from the HR Committee, to identify and manage risks and to ensure that its executive compensation programs do not encourage excessive risk taking. The Company's incentive compensation has the following characteristics:

Incentive award opportunities for employees as a group are capped at 200 percent of target, while awards for individual employees are capped at 250 percent of their target. Capping the potential payout limits the extent that employees could potentially profit by taking on excessive risk;

The large majority of incentive compensation is provided to executive officers as long-term stock-based incentive compensation to ensure that short-term performance is not encouraged or rewarded at the expense of long-term performance. This is important primarily because of the large amount of long-term capital investments required in our business;

Annual incentive compensation funding for nearly all employees, including all executive officers, is based substantially on AEP's operating earnings per share, which helps ensure that incentive awards are commensurate with the Company's earnings;

Performance metrics for annual incentive compensation include safety measures which helps ensure that no employees are encouraged to achieve earnings objectives at the expense of workplace safety;

Performance metrics for long-term incentive compensation are cumulative operating earnings per share and total shareholder return (TSR) relative to the S&P 500 Electric Utilities Industry Index or a utility peer group. These are both robust measures of shareholder value that reduce the risk that employees might be encouraged to pursue other objectives that increase risk or reduce financial performance;

Incentive compensation performance scores are subject to an internal audit. Incentive award payouts to senior AEP management are subject to review and approval of the HR Committee, or, in the case of the CEO, the independent members of the Board. The Board and the HR Committee have the discretionary authority to reduce or eliminate any incentive payouts;

Annual and long-term incentive payments and deferrals are subject to the Company's recoupment of incentive compensation policy (clawback policy) as described in the Compensation Discussion and Analysis section on page 46;

In 2017, AEP granted 75 percent of its long-term incentive awards in the form of performance units with a three-year performance and vesting period, and granted the remaining 25 percent of its long-term incentive awards in the form of restricted stock units that vest over a forty month period. These long-term incentive

awards align the interests of employees with the long-term interests of shareholders and serve as a retention tool; and

AEP maintains stock ownership requirements for 55 officers (as of January 1, 2018).

As specified in its charter, the HR Committee (with the assistance of its independent compensation consultant and Company management) reviewed the Company's compensation policies and practices for all employees, including executive officers. As a result of this review and the processes described above, the HR Committee concluded that the Company's compensation program appropriately balance risks and rewards in a way that does not encourage excessive or imprudent risk taking or create risks that are reasonably likely to have a material adverse effect on the Company.

## **Table of Contents**

### **CEO and Senior Management Succession Planning**

Our Board oversees management succession planning and talent development. The HR Committee regularly reviews and discusses with management the CEO succession plan and the succession plans for key positions at the senior officer level across the Company. The HR Committee reviews potential internal senior management candidates with our CEO, including the qualifications, experience, and development priorities for these individuals. The succession plans are reviewed with the full Board at least annually. The Board also evaluates succession plans in the context of our overall business strategy. Potential leaders are visible to Board members through formal presentations and informal events to allow directors to personally assess candidates. In 2017, we followed this process when implementing succession plans for recent executive officer changes.

Our Board also establishes steps to address emergency CEO succession planning in extraordinary circumstances. Our emergency CEO succession planning is intended to enable our Company to respond to unexpected emergencies and minimize potential disruption or loss of continuity to our Company's business and operations.

### **Culture**

At AEP, we believe in doing the right thing every time for our customers, each other and our future. The Board has oversight responsibility for AEP's culture and assuring that it supports the long term best interests of the Company. AEP leaders at all levels are responsible for fostering an environment that supports a positive culture and for acting in a manner that positively models it.

Mr. Akins is a key leader in the Company's cultural transformation through his continual encouragement of employees to work together collaboratively to **safely** do their best work. We continually strive for excellence in every part of our operations. We believe in a culture dedicated to diversity and inclusion, which values and promotes equal opportunity. We always aim to meet our customers' expectations, and we are committed to conducting our operations in accordance with the highest ethical standards.

Employees are given an opportunity to share their perspectives by participating in the Employee Culture Survey to measure the progress we are making in improving our culture. The Board and the HR Committee review the results of the annual survey, and the survey results are measured as part of our annual incentive compensation plan.

Company executives have candid meetings with employees to discuss the Company's challenges, opportunities, what is going well and what can be even better. The Board participates in these same efforts through informal meetings with senior and mid-level officers. The Board discusses Company culture with Mr. Akins in executive session, and directors interact with employees to independently get a read on the pulse of the organization. Culture, including integrity and ethics in particular, are part of the CEO's annual performance evaluation. The reputational and other risks associated with culture are also discussed and addressed through the risk oversight process described above.

### **Board's Oversight of Strategy and Sustainability**

One of the key responsibilities of the Board of Directors is overseeing the Company's strategy to create long-term value for AEP's shareholders. The Board has extended meetings twice a year, to provide extra time for a more robust review of the Company's strategy. The Board works with the senior management to adjust plans as needed to respond to rapid changes in the industry, including technology and public policy, and strategy is actively discussed at each Board meeting. The Board is responsible for reviewing and approving the Company's allocation of capital consistent with the strategy.

As part of its oversight role, the Board also monitors environmental policies and sustainability policies because they can have a significant impact on the Company's strategy. As a result, the Board regularly engages with senior management in the oversight of environmental issues, including climate change, and technology changes in the industry.

## **Table of Contents**

### **Annual Board, Committee and Individual Director Evaluations**

Each year, the Corporate Governance Committee engages an independent third party, experienced in corporate governance matters, to interview each Director to obtain his or her assessment of the effectiveness of the Board and committees. The Chairman of the Corporate Governance Committee instructs the third party on the particular criteria to be covered in the assessment, such as conduct of the meetings and committees, leadership and process. Each Director is asked to identify any opportunities the Board can focus on to enhance its effectiveness. In addition, the third party seeks input from each Director as to the performance of the other Board members' performance. The third party organizes the Director feedback and reviews it with the Chair of the Corporate Governance Committee. The Corporate Governance Committee Chair holds private conversations with each Director to give honest feedback provided from other Directors, which is meant to help Directors improve their own individual performance. The Corporate Governance Committee Chair also reviews with the Corporate Governance Committee and the full Board, the assessment of the Board's performance and leads a discussion to determine which areas the Board would like to focus on during the coming year to enhance its effectiveness. Finally, the Corporate Governance Committee Chair engages the Board in a mid-year discussion to gauge the Board's satisfaction with the progress made in addressing any focus areas that were identified by the Board in its annual evaluation.

### **Annual Shareholder Outreach**

Our Board and management are committed to engaging with our shareholders and soliciting their views and input on important governance, environmental, social, executive compensation and other matters. The Corporate Governance Committee is responsible for overseeing the shareholder engagement process and the periodic review and assessment of shareholder input. Our Lead Director plays a central role in our Board's shareholder engagement efforts. Our management team contacted institutions holding approximately 43% of our Common Stock, and offered to engage with these investors. During 2017, our Lead Director and members of management had discussions with a diverse mix of our shareholders on a variety of corporate governance issues, including Board refreshment, the alignment of Company strategy with Directors' skills, the Board's role in its oversight of culture, Company strategy, sustainability policies, executive compensation, the responsibilities of the Lead Director and the Board's annual evaluation process. These shareholder views were shared with our Corporate Governance Committee.

### **Communicating with the Board**

Anyone who would like to communicate directly with our Board, our independent directors as a group or our Lead Director, may submit a written communication to American Electric Power Company, Inc., P.O. Box 163609, Attention: AEP Independent Directors, Columbus, Ohio 43216. The Company's Corporate Secretary reviews such inquiries or communications, and communications other than advertising or promotions of a product or service are forwarded to our Board, our independent directors as a group or our Lead Director, as appropriate.

### **Transactions with Related Persons**

The American Electric Power Company, Inc. Related Person Transaction Approval Policy (Policy) was adopted by the Board in December 2006. The written Policy is administered by the Corporate Governance Committee. A copy of the Policy is available on our website at [www.aep.com/investors/corporateleadersandgovernance](http://www.aep.com/investors/corporateleadersandgovernance).

The Policy defines a "Transaction with a Related Person" as any transaction or series of transactions in which (i) the Company or a subsidiary is a participant, (ii) the aggregate amount involved exceeds \$120,000 and (iii) any "Related Person" has a direct or indirect material interest. A "Related Person" is any director or executive officer of the Company, any nominee for director, any shareholder owning in excess of five percent of the total equity of the Company and any



immediate family member of any such person.

**Table of Contents**

The Corporate Governance Committee considers all of the relevant facts and circumstances in determining whether or not to approve a Transaction with a Related Person and approves only those transactions that it believes are in the best interests of the Company and its shareholders.

The Corporate Governance Committee considers various factors, including, among other things: the nature of the Related Person's interest in the transaction; whether the transaction involves arm's-length bids or market prices and terms; the materiality of the transaction to each party; the availability of the product or services through other sources; whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company; the acceptability of the transaction to the Company's regulators; and in the case of a non-employee director, whether the transaction would impair his or her independence or status as an outside or non-employee director.

If Company management determines it is impractical or undesirable to wait until a meeting of the Corporate Governance Committee to consummate a Transaction with a Related Person, the Chair of the Corporate Governance Committee may review and approve the Transaction with a Related Person. Any such approval is reported to the Corporate Governance Committee at or before its next regularly scheduled meeting.

No approval or ratification of a Transaction with a Related Person supersedes the requirements of the Company's Code of Business Conduct and Ethics for Members of the Board of Directors or AEP's Principles of Business Conduct applicable to any executive officer. To the extent applicable, any Transaction with a Related Person is also considered in light of the requirements set forth in those documents.

Since January 1, 2017, there have been no transactions, and there are no currently proposed transactions, involving an amount exceeding \$120,000 in which AEP was or is expected to be a participant and in which any Related Person had a direct or indirect material interest.

**Table of Contents****Director Compensation**

Directors who are employees of the Company receive no additional compensation for service as a director other than accidental death insurance coverage. The table below shows the elements and the annual compensation that we paid to our non-employee directors for 2017.

<b>Compensation Element</b>	<b>Amount</b>
Annual Retainer (1)	\$ 105,500
Annual Stock Unit Awards (2)	\$ 157,500
Committee Chair Annual Retainers (1):	
Audit Committee	\$ 25,000
HR Committee	\$ 20,000
Audit Committee Member Annual Retainers (1)	\$ 15,000
HR Committee Member Annual Retainers (1)	\$ 10,000
Lead Director Annual Retainer (1)	\$ 30,000

- (1) Retainer amounts are paid in cash in quarterly installments.
- (2) In 2017, pursuant to the Stock Unit Accumulation Plan for Non-Employee Directors, each non-employee director was awarded \$157,500 in AEP stock units. These AEP stock units are credited to directors quarterly, in an amount calculated by dividing the dollar value of the award amount by the closing price of AEP common stock on the grant date. Amounts equivalent to cash dividends on the AEP stock units accrue as additional AEP stock units. AEP stock units are paid to each non-employee director in cash after termination of service unless the director has elected to further defer payments.

We use a combination of cash and AEP stock units to attract and retain qualified candidates to serve on our Board of Directors. In setting director compensation, our Board considers the significant amount of time that directors expend on fulfilling their duties to our Company. Additional amounts are paid to committee chairs in recognition of the substantial responsibilities of the chair. The Corporate Governance Committee's independent compensation consultant, Meridian Compensation Partners, LLC (Meridian), evaluates on an annual basis the competitiveness of the Company's non-employee director compensation program and the form and amount of each element of that program against the programs of comparable companies. The Board reviews the recommendations of the Corporate Governance Committee and determines the form and amount of Director compensation.

At its meeting held in December 2017, the Corporate Governance Committee reviewed and discussed an analysis of non-employee director compensation prepared by Meridian. Meridian's report reviewed the design and competitiveness of our non-employee director compensation program. In December 2017, upon the recommendation of the Corporate Governance Committee and taking into account comparative data from Meridian, the Board made the following changes to director compensation effective January 2018:

the Audit Committee member annual retainer and the HR Committee member annual retainer were eliminated

the amount of the annual cash retainer increased from \$105,500 annually to \$120,500

the Chairs of the Corporate Governance Committee, the Finance Committee and the Nuclear Oversight Committee, will each receive an annual cash retainer of \$15,000

the Chair of the Policy Committee will receive an annual cash retainer of \$5,000

All other aspects the Company's compensation program for non-employee directors remain the same.

**Table of Contents**

**Expenses.** Directors are reimbursed for expenses incurred in attending Board, committee and shareholder meetings. Directors are also reimbursed for reasonable expenses associated with other business activities that benefit the Company, including participation in director education programs. Spouses may occasionally join directors on Company aircraft when a director is traveling to or from Board meetings or other business activities. The Company generally provides for, or reimburses the expenses of, the directors and their spouses for attendance at such meetings. The Directors do not receive any tax gross-ups.

**Retainer Deferral Plan.** The Retainer Deferral Plan for Non-Employee Directors is a non-qualified deferred compensation plan that permits non-employee directors to choose to defer up to 100 percent of their annual cash payments into a variety of investment fund options, all with market-based returns, including an AEP stock fund. The Plan permits the non-employee directors to defer receipt until termination of service or for a period that results in payment commencing not later than five years after termination of service.

**Insurance.** AEP maintains a group 24-hour accident insurance policy to provide a \$1,000,000 accidental death benefit for each director, \$100,000 for each spouse of a director and \$50,000 for all dependent children. The current policy, effective September 1, 2015 to September 1, 2018, has a premium of \$28,905.

**Stock Ownership.** Non-employee directors are required by our Principles to own AEP common stock or AEP stock units worth five times their annual equity award. This is met within the first five years of a non-employee director's term by requiring the director to hold the AEP stock units awarded under the Stock Unit Accumulation Plan until termination of service.

After five years of service on the Board, non-employee directors receive contributions to an AEP stock fund under the Stock Unit Accumulation Plan. During open trading windows they may subsequently transfer those amounts into other investment fund options, similar to those in the Retainer Deferral Plan.

**Matching Gifts Program.** Directors may participate in our Matching Gifts Program on the same terms as AEP employees. Under the program, AEP will match between \$250 and \$1,000 per higher education institution each year in charitable contributions from a director.

**2017 Director Compensation Table**

The following table presents the compensation provided by the Company in 2017 to our non-employee directors.

Name	Fees	Stock	All Other	Total (\$)
	Earned		Compensation	
	Or	Awards		
	Paid in	(\$)(1)(2)	(\$)(3)	
	Cash (\$)			
David. J. Anderson	120,500	157,500	803	278,803
J. Bernie Beasley, Jr.	120,500	157,500	1,803	279,803
Ralph D. Crosby, Jr.	135,500	157,500	803	293,803
Linda A. Goodspeed	120,500	157,500	803	278,803
Thomas E. Hoaglin	145,500	157,500	803	303,803
Sandra Beach Lin	120,500	157,500	803	278,803
Richard C. Notebaert	115,500	157,500	803	273,803

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Lionel L. Nowell III	145,500	157,500	803	303,803
Stephen S. Rasmussen	115,500	157,500	803	273,803
Oliver G. Richard III	115,500	157,500	4,803	277,803
Sara M. Tucker	120,500	157,500	803	278,803

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**Table of Contents**

- (1) The dollar amounts reported represent the grant date fair value calculated in accordance with FASB ASC Topic 718 of AEP stock units granted under the Stock Unit Accumulation Plan for Non-Employee Directors, without taking into account estimated forfeitures. AEP stock units are credited to directors quarterly.
- (2) Each non-employee director received 2,249 AEP stock units in 2017. Directors had the following aggregate number of AEP stock units, including dividend equivalents, at 2017 year-end, all of which are fully vested: Mr. Anderson (21,572), Mr. Beasley, (10,483) Mr. Crosby (44,729), Ms. Goodspeed (45,625), Mr. Hoaglin (38,068), Ms. Lin (16,236), Mr. Notebaert (21,572), Mr. Nowell (41,204), Mr. Rasmussen (15,625), Mr. Richard (14,343) and Ms. Tucker (33,340).
- (3) The amounts reported in All Other Compensation consists of the (a) Company-paid premium of \$803 for accidental death insurance policy and (b) matching gift contributions of \$1,000 for Mr. Beasley and \$4,000 for Mr. Richard.

**Insurance**

**Insurance.** AEP and the AEP System Companies and their directors and officers are insured, subject to certain exclusions and deductibles, against losses resulting from any claim or claims made against them while acting in their capacities as directors and officers. Such insurance, effective May 1, 2017 to May 1, 2018, is provided by: Associated Electric & Gas Insurance Services Ltd.(AEGIS), Energy Insurance Mutual, Ltd.(EIM), Zurich American Insurance Company, Tokio Marine (HCC), XL Specialty Insurance Company (XL Catlin), Arch Insurance Company, Travelers Casualty and Surety Company of America, Chubb Westchester Fire Insurance Company (ACE), Berkley Insurance Company, RSUI Indemnity Company, Alterra America Insurance Company, (Markel) Freedom Specialty Insurance Company (Nationwide), Arch Reinsurance Ltd. (Bermuda), Illinois National Fire Insurance Company (AIG), Allianz Global Risks US Insurance Company, Liberty Insurance Underwriters, Inc., Endurance American Insurance Company, XL Specialty Insurance Company (XL Catlin) ACE Bermuda Insurance Ltd. The total cost of this insurance is \$3,119,509.

Fiduciary liability insurance provides coverage for AEP System companies and their affiliated trusts, their directors and officers, and any employee deemed to be a fiduciary or trustee, for breach of fiduciary responsibility, obligation, or duties as imposed under the Employee Retirement Income Security Act of 1974. Such insurance, effective May 1, 2017 to May 1, 2018, is provided by U.S. Specialty Insurance Company (Tokio Marine HCC), XL Specialty Insurance Company, Energy Insurance Mutual, Ltd.(EIM), and Freedom Specialty Insurance Company (Nationwide). The total cost of this insurance is \$521,987.

## **Table of Contents**

### **Item 2. Proposal to Ratify Appointment of Independent Registered Public Accounting Firm**

The Audit Committee is responsible for the appointment, fees and oversight of the Company's independent registered public accounting firm. As part of its governance oversight, the Audit Committee conducted a competitive selection process during 2016 to determine the company's independent registered public accounting firm for the audits of the consolidated financial statements as of and for the fiscal year ending December 31, 2017 of AEP and its subsidiary registrants. As previously disclosed, on July 26, 2016, the Audit Committee approved the appointment of PricewaterhouseCoopers LLP, or PWC, as the company's independent registered public accounting firm for the fiscal year ended December 31, 2017. This action effectively dismissed Deloitte & Touche LLP, or Deloitte, as the Company's independent registered public accounting firm and became effective upon Deloitte's completion of its procedures on the financial statements of AEP and its subsidiaries as of and for the fiscal year ended December 31, 2016 and the filing of the related Annual Report on Form 10-K, except with respect to audit and audit-related services pertaining to the fiscal year ended December 31, 2016, as required by AEP. Shareholders are now being asked to vote to ratify, in a non-binding vote, the appointment of PWC as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018.

The audit reports of Deloitte on the consolidated financial statements of AEP and its subsidiaries as of and for the fiscal years ended December 31, 2014 and 2015 did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles. During AEP's two most recent fiscal years ended December 31, 2015, and the subsequent interim period through July 26, 2016, the date of PWC's appointment, there were no disagreements between AEP or its subsidiary registrants and Deloitte on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure (within the meaning of Item 304(a)(1)(iv) of Regulation S-K) and there were no reportable events (as defined by Item 304(a)(1)(v) of Regulation S-K).

During AEP's two most recent fiscal years ended December 31, 2015 and the subsequent interim periods through July 26, 2016, the date of the appointment of PWC, neither AEP nor anyone on its behalf consulted with PWC regarding (i) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the consolidated financial statements of AEP or any of its subsidiary registrants, and no written report or oral advice was provided by PWC to AEP and its subsidiary registrants that PWC concluded was an important factor considered by AEP and its subsidiary registrants in reaching a decision as to the accounting, auditing, or financial reporting issue; or (ii) any matter that was the subject of either a disagreement as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

Representatives of PWC are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Although action by the shareholders in this matter is not required, the Audit Committee believes that it is appropriate to seek shareholder ratification of this appointment in light of the critical role played by the independent registered public accounting firm in maintaining the integrity of the Company's financial controls and reporting, and will seriously consider shareholder input on this issue. Whether or not the appointment of PWC is ratified by the shareholders, the Audit Committee may, in its discretion, change the appointment at any time during the year if it determines that such change would be in the best interest of the Company and its shareholders.

### **Vote Required**

Approval of this proposal requires the affirmative vote of holders of a majority of the votes cast at the meeting.



Your Board of Directors recommends a vote **FOR** this Item 2.

**Table of Contents****Audit and Non-Audit Fees**

The following table presents fees for professional audit services rendered by (i) Deloitte & Touche LLP for the audit of the Company's annual financial statements for the year ended December 31, 2016, and (ii) PricewaterhouseCoopers LLP for the audit of the Company's annual financial statements for the year ended December 31, 2017, and fees billed for other services rendered by Deloitte & Touche LLP and PricewaterhouseCoopers LLP during those periods.

<b>Audit &amp; Non-Audit Fees</b>	<b>2017</b>	<b>2016</b>
Audit Fees (1)	\$ 10,739,445	\$ 12,777,000
Audit-Related Fees (2)	\$ 260,000	\$ 825,000
Tax Fees (3)	-	\$ 227,000
All Other Fees (4)	\$ 850,000	\$ 275,000
<b>TOTAL</b>	<b>\$ 11,849,445</b>	<b>\$ 14,104,000</b>

- (1) Audit fees in 2016 and 2017 consisted primarily of fees related to the audit of the Company's annual consolidated financial statements, including each registrant subsidiary. Audit fees also included auditing procedures performed in accordance with Sarbanes-Oxley Act Section 404 and the related Public Company Accounting Oversight Board Auditing Standard Number 5 regarding the Company's internal control over financial reporting. This category also includes work generally only the independent registered public accounting firm can reasonably be expected to provide.
- (2) Audit-related fees consisted principally of regulatory, statutory and employee benefit plan audits.
- (3) Tax fees consisted principally of advisory services. Tax services are rendered based upon facts already in existence, transactions that have already occurred, as well as tax consequences of proposed transactions.
- (4) These are fees for permissible work performed by PricewaterhouseCoopers LLP in 2017 and Deloitte & Touche LLP in 2016 that do not meet the above categories.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of the Independent Registered Public Accounting Firm**

The Audit Committee's policy is to pre-approve all services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is provided for up to one year, and any pre-approval is detailed as to the particular service or category of services and is subject to a specific limitation. The independent registered public accounting firm and management are required to report to the Audit Committee at each regular meeting regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval policy, and the fees for the services performed to date. The Audit Committee Chairman may also pre-approve particular services on a case-by-case basis. All of the Deloitte & Touche LLP services in 2016 and all of the PricewaterhouseCoopers LLP services in 2017 were pre-approved by the Audit Committee in accordance with this policy.

**Audit Committee Report**

The Audit Committee reviews AEP's financial reporting process as well as the internal control over financial reporting on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal control over financial reporting.

The Audit Committee met seven times during the year and held discussions, some of which were in private, with management, the internal auditor, and the independent registered public accounting firm. Management represented to the Audit Committee that AEP's consolidated financial statements were prepared in accordance with generally accepted accounting principles. Management has also concluded that the Company's

**Table of Contents**

internal control over financial reporting was effective as of December 31, 2017. The Audit Committee has reviewed and discussed the audited consolidated financial statements and internal control over financial reporting with management, the internal auditor and the independent registered public accounting firm. The Audit Committee discussed with the independent registered public accounting firm the matters required to be discussed by the Public Company Accounting Oversight Board (PCAOB).

In addition, the Audit Committee had discussions with and received written communications from the independent registered public accounting firm regarding its independence as required by the PCAOB. The Audit Committee has also received written communication regarding the results of the independent registered public accounting firm's internal quality control reviews and procedures and other matters, as required by the New York Stock Exchange listing standards.

In reliance on the reviews, communications and discussions referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in AEP's Annual Report on Form 10-K for the year ended December 31, 2017, for filing with the SEC.

*Audit Committee Members*

Lionel L. Nowell, III, Chair

David J. Anderson

J. Barnie Beasley, Jr.

Linda A. Goodspeed

Sandra Beach Lin

Sara Martinez Tucker

**Table of Contents**

**Item 3. Advisory Vote on Executive Compensation**

We are including in these proxy materials a separate resolution for shareholders to vote upon, on an advisory (non-binding) basis, the compensation paid to our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

As described in detail under the heading "Compensation Discussion and Analysis," our executive compensation programs are designed to attract, motivate, and retain our named executive officers who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of annual and long-term goals. Please read "Compensation Discussion and Analysis" for additional details about the 2017 compensation of our named executive officers.

The HR Committee continually reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our shareholders' interests and current market practices. As a result of its review process, the HR Committee maintains the following executive compensation practices:

Emphasizing long-term incentive compensation to promote the longer-term interests of the Company and encourage management to make decisions that are aligned with shareholders' interests;

Tying the value of a substantial portion (75 percent) of this long-term compensation to two robust measures of shareholder value:

Three-year total shareholder return compared to the Company's executive compensation peer group, and

Three year cumulative operating earnings per share compared to a Board-approved target;

Maintaining a "no fault" clawback policy that allows the Board to recoup any excess incentive compensation paid to our named executive officers if the financial results on which the awards were based are materially restated.

We are asking our shareholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our shareholders the opportunity to express their views on our named executive officers' compensation. This advisory vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we ask our shareholders to vote **FOR** the following resolution at the Annual Meeting:

**RESOLVED**, that the compensation paid to the Company's named executive officers, as disclosed in the Company's Proxy Statement for the 2018 Annual Meeting of Shareholders pursuant to rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and related narrative disclosure is hereby **APPROVED**.

While the Board will carefully consider the results of this vote, the say-on-pay vote is advisory only, and therefore will not be binding on the Company or our Board of Directors.

**Vote Required**

Approval of this proposal requires the affirmative vote of holders of a majority of the votes cast at the meeting.

Your Board of Directors recommends a vote **FOR** this Item 3.

**Table of Contents**

**Other Business**

The Board of Directors does not intend to present to the meeting any business other than the election of directors, the ratification of the appointment of the independent registered public accounting firm, and the advisory vote on the compensation of the named executive officers, as disclosed in this proxy statement.

If any other business not described herein should properly come before the meeting for action by the shareholders, the persons named as proxies on the proxy card or their substitutes will vote the shares represented by them in accordance with their best judgment. At the time this proxy statement was printed, the Board of Directors was not aware of any other matters that might be presented.

**Table of Contents****Compensation Discussion and Analysis**

This section explains AEP's compensation philosophy, summarizes its compensation programs and reviews compensation decisions for the following named executive officers:

<b>Name</b>	<b>Title</b>
<b>Mr. Akins</b>	Chairman, Chief Executive Officer and President
<b>Mr. Tierney</b>	Executive Vice President and Chief Financial Officer
<b>Mr. Feinberg</b>	Executive Vice President and General Counsel
<b>Ms. Barton</b>	Executive Vice President Transmission
<b>Ms. Hillebrand</b>	Executive Vice President and Chief Administrative Officer

**Executive Summary**

***2017 Business Performance Highlights***

In 2017 we continued on our path to reposition the Company as the next premier regulated energy company. In January 2017, we completed the sale of our unregulated Lawrenceburg, Waterford, Darby and Gavin generation plants. We believe that this will allow us to produce more consistent earnings by removing the volatility associated with those competitive generation plants and their exposure to the capacity and energy markets. We have successfully refocused our business, with most of our forecasted earnings coming from our regulated operations and contracted renewables business. We anticipated lower operating earnings this year, compared with last year, due to the sale of these competitive generation assets. We used the cash proceeds from the sale to further invest in our transmission business and renewable projects. Although operating earnings were lower in 2017 compared to 2016, we believe that we made the appropriate strategic decision.

Our service area experienced very mild weather in 2017 which negatively impacted earnings by 13 cents per share compared to a normal weather year and 19 cents compared to 2016 results, but we took proactive steps to reduce expenses to offset the impact of the mild weather. Our 2017 non-GAAP operating earnings were \$3.68 per share, which was at the high end of our revised operating earnings guidance. Throughout this CD&A, we refer to operating earnings, which is a non-GAAP financial measure. For 2017, GAAP earnings per share were \$3.89, which is \$0.21 per share higher than operating earnings. The difference between 2017 GAAP earnings and operating earnings was largely due to a gain on the sale of competitive generation assets. Exhibit A to this proxy statement contains a reconciliation of GAAP earnings per share to non-GAAP operating earnings per share for 2017.

We continue to increase the capital investment in core utility operations to support operating earnings growth of 5 to 7 percent. Those investments will provide enhanced reliability for our customers along with stable, positive returns for our shareholders. AEP plans to invest approximately \$8.3 billion in its transmission businesses during 2018-2020, nearly half of the Company's total capital investment forecast.

In 2017, our Transmission Holding Company business grew and contributed 72 cents per share to operating earnings, an increase of 33 percent over 2016. AEP Transmission Holding Company has grown to become one of AEP's largest subsidiary companies.

We also continued to place a heavy focus on our safety performance. In 2017, the Company did not experience a fatal employee accident, but did sustain two contractor fatalities.





**Table of Contents**

In October 2017 the Company increased its quarterly dividend by 5.1 percent, the eighth consecutive yearly increase. As shown in the chart below, AEP's shareholders received a 20.9 percent total shareholder return in 2017, which was well above the total shareholder return for the S&P 500 Electric Utilities Index of 10.6 percent, with correspondingly similar superior results over the last 3- and 5-years as well.

***2017 Goals for Incentive Compensation Plans***

With respect to our 2017 annual incentive compensation, the HR Committee:

Set the operating earnings per share target goal at \$3.70, with no payout under the annual incentive plan if operating earnings were below \$3.55 per share. The Company's annual operating earnings guidance at the time the HR Committee set the goal was \$3.55-\$3.75 per share.

Set the operating earnings per share needed for a maximum payout at \$4.00 per share.

With respect to the 2017 long-term incentive performance unit awards, the HR Committee:

Set the target for the three year cumulative operating earnings per share based on the same \$3.70 target used for the annual incentive plan for 2017, with a six percent growth rate in operating earnings for 2018 and 2019.

***2017 Executive Compensation Earned Awards under Annual Incentive Plan***

With respect to earned awards under the annual incentive plan, the HR Committee certified the following results and pay outcomes:

2017 operating earnings per share of \$3.68, which was above the midpoint of the Company's original earnings guidance, produced a score of 83.9 percent.

**Table of Contents**

The Company performed above target on most of its strategic measures.

These results produced an overall score of 92 percent of target under the annual incentive plan.

***2015-2017 Earned Long-Term Performance Awards***

With respect to the long-term incentive performance unit award, the HR Committee certified the following results and pay outcomes:

Cumulative total shareholder return (TSR) of 38% placed the Company at the 75th percentile relative to the S&P 500 Electric Utilities Industry Index, which resulted in 183.3 percent of the target score.

Cumulative operating earnings per share was above the target set for this performance period and produced a score of 146.2 percent of target.

These combined equally weighted scores resulted in a payout of 164.8 percent of target for this performance period.

**Compensation Governance Best Practices**

Underlying our executive compensation program is an emphasis on good corporate governance practices.

What We Have	What We Don't Have
Significant stock ownership requirements for executive officers, including a stock ownership requirement for the CEO of six times base salary	× No reimbursement or tax gross-up for excise taxes triggered under change in control agreements
A substantial portion of the compensation for executive officers is tied to annual and long-term performance	× No company paid country club memberships for executive officers
A recoupment policy that allows the Company to claw back incentive compensation	× Generally prohibit personal use of Company provided aircraft, to the extent that such use has an incremental cost to the Company
An insider trading policy that prohibits our executives and directors from hedging their AEP stock holdings and from pledging Company stock	× No tax gross-ups, other than for relocations
If there is a change in control, long-term incentive awards have double trigger vesting that results in accelerated vesting of these awards only if the change in control is followed by an involuntary or constructive separation from service	

**Results of 2017 Advisory Vote to Approve Executive Compensation**

At the Company's annual meeting of shareholders held in April 2017, approximately 85 percent of the votes cast on the Company's say-on-pay proposal voted in favor of the proposal. After consideration of this vote, the HR Committee continued to apply the same principles and philosophy it has used in previous years in determining executive compensation. The HR Committee will continue to consider the outcome of the Company's say-on-pay vote and other sources of stakeholder feedback when establishing compensation programs and making compensation decisions for the named executive officers.

## **Table of Contents**

### **Overview**

#### ***Principles***

The HR Committee oversees and determines AEP's executive compensation (other than that of the CEO). In the case of the CEO, the HR Committee makes recommendations to the independent members of the board of directors about the compensation of the CEO, and the independent board members approve the CEO's compensation.

AEP's executive compensation program is designed to:

Attract, retain, motivate and reward an outstanding leadership team with market competitive compensation and benefits to achieve both excellent team and individual performance;

Reflect AEP's financial and operational size and the complexity of its multi-state operations;

Provide a substantial portion of executive officers' total compensation opportunity in the form of short-term and long-term performance based incentive compensation;

Align the interests of the Company's named executive officers with those of AEP's shareholders by providing a majority of the compensation opportunity for executive officers in the form of stock-based compensation with a value that is linked to the total return on AEP's common stock and by maintaining significant stock ownership requirements for executives;

Support the implementation of the Company's business strategy by tying annual incentive awards to operating earnings per share and the achievement of specific strategic and safety objectives; and

Promote the stability of the management team by creating strong retention incentives with multi-year vesting schedules for long-term incentive compensation.

The HR Committee's independent compensation consultant, Meridian Compensation Partners, LLC (Meridian), participates in HR Committee meetings, assists the HR Committee in developing the compensation program and regularly meets with the HR Committee in executive session without management present.

#### ***Opportunity vs. Performance***

AEP's executive compensation program generally targets each named executive officer's total direct compensation *opportunity* (base salary, target annual incentive and grant date value of long-term incentive) at the median of AEP's Compensation Peer Group, which consists of 18 companies that operate in our industry. The ultimate value realized from the short- and long-term incentives are based on the Company's short- and long-term performance.

### **Compensation and Benefits Design**

The compensation for our named executive officers includes base salary, annual incentive compensation, long-term incentive compensation and a comprehensive benefits program. The Company aims to provide a balance of annual and long-term incentive compensation that is consistent with the compensation mix provided by AEP's Compensation Peer Group. For annual incentive compensation, the HR Committee balances meeting AEP's operating earnings per share target with strategic and safety objectives. For 2017 annual incentive compensation, operating earnings per share had a 70 percent weight of the overall award opportunity, and the remaining 30 percent weight was tied to strategic and safety goals.

75 percent of our 2017 long-term incentive compensation was awarded in the form of performance units and 25 percent as restricted stock units (RSUs). The performance units are tied to:

- (1) AEP's total shareholder return relative to the companies in AEP's Compensation Peer Group; and
- (2) AEP's three-year cumulative operating earnings per share relative to a Board-approved target.

**Table of Contents**

The performance units are subject to a three-year vesting period from their January 1, 2017 effective date. The RSUs vest over 40 months from their January 1, 2017 effective date.

As illustrated in the charts below, in 2017, 71 percent of the target total direct compensation for the CEO and 62 percent on average for the other named executive officers was performance-based (target annual incentive compensation and grant date value of performance units). An additional 17 percent of the CEO's target total direct compensation and an additional 13 percent on average for the other named executive officers was provided in the form of time-vesting RSUs (grant date value) which are tied to AEP's stock price.

**Compensation Peer Group**

The HR Committee, supported by Meridian, annually reviews AEP's executive compensation relative to a peer group of companies that represent the talent markets where we compete to attract and retain executives. The 18 companies included in the Compensation Peer Group were chosen from electric utility companies that were comparable in size in terms of revenues and market capitalization. AEP's Compensation Peer Group for 2017 consisted of the 18 electric utility companies shown below.

AES Corporation	Eversource
Centerpoint Energy, Inc.	Energy
Consolidated Edison Inc.	FirstEnergy
Dominion Resources, Inc.	Corp.
DTE Energy Company	NextEra
Duke Energy Corporation	Energy, Inc.
Edison International	PG&E
Entergy Corporation	Corporation
Exelon Corporation	PPL
	Corporation
	Public
	Service
	Enterprise
	Group Inc.
	Sempra
	Energy
	Southern
	Company
	Xcel Energy
	Inc.

**Table of Contents**

The table below shows that, at the time the Compensation Peer Group data was collected, AEP's revenue and market capitalization were above the 50<sup>th</sup> percentile, and closer to the 75<sup>th</sup> percentile, of the Compensation Peer Group.

**2017 Compensation Peer Group**

<b>Compensation Peer Group</b>	<b>Revenue(1) (\$ million)</b>	<b>Market Cap(1) (\$ million)</b>
25th Percentile	\$10,357	\$18,089
50th Percentile	\$11,604	\$24,833
75th Percentile	\$16,383	\$33,061
<b>AEP</b>	<b>\$15,970</b>	<b>\$34,436</b>

(1) The HR Committee selected the 2017 Compensation Peer Group in September 2016 based on each company's fiscal year-end 2015 revenue, and market capitalization as of June 30, 2016.

**Annual Market Analysis**

Meridian annually provides the HR Committee with an executive compensation study covering each named executive officer position based on survey information derived from the Compensation Peer Group. The Meridian study benchmarked each of our named executive officer's total direct compensation, and each component of compensation, against median target compensation provided by the Compensation Peer Group to officers serving in similar capacities. The market benchmarks were size-adjusted based on AEP's revenue or the business unit revenue under the executive's purview using regression analysis for all positions for which regression analysis was available.



**Table of Contents****Executive Compensation Program Detail**

**Summary of Executive Compensation Components.** The following table summarizes the major components of the Company's executive compensation program.

<b>Component</b>	<b>Purpose</b>	<b>Key Attributes</b>
<b>Base Salary</b>	To provide a market-competitive and consistent minimum level of compensation that is paid throughout the year.	Merit and other salary increases for executives are awarded by the HR Committee based on a variety of factors described below under Base Salary.
<b>Annual Incentive Compensation</b>	To focus executive officers on achieving annual earnings and other performance objectives that are critical to AEP's success, which for 2017 included:  Operating Earnings Per Share (70 percent weight)  Safety (12 percent weight), and  Strategic Initiatives (18 percent weight).  To align executive officers' efforts with the Company's performance objectives.	Annual incentive targets were established by the HR Committee based on compensation information provided in Meridian's annual study.  Operating earnings per share was chosen as the primary performance measure for 2017.  The CEO's award was determined by the independent directors, and the other named executive officers' awards were determined by the HR Committee.
<b>Long-Term Incentive Compensation</b>	To motivate AEP management to create sustainable shareholder value by linking a substantial portion of their potential compensation directly to longer-term shareholder returns.	For 2017, the HR Committee granted 75 percent of the long-term incentive awards in the form of three-year performance units and 25 percent in the form of restricted stock units.  Long-term incentive award opportunities for named executive officers are based on market data from Meridian's annual study.
	To help ensure that Company management remains focused on longer-term results, which the HR Committee considers essential given the large amount of long-term investment in physical assets required in our business.	

For the 2017-2019 performance unit awards, the HR Committee established the following

To reduce executive turnover and maintain management consistency, the HR Committee established the following equally weighted performance measures:

Three-year cumulative operating earnings per share relative to a target approved by the HR Committee, and

Three-year total shareholder return relative to AEP's Compensation Peer Group.

**Base Salary.** The HR Committee determines base salary increases for our named executive officers based on the following factors:

The performance of the executive during the previous year;

The market competitiveness of the executive's salary, total cash compensation and total compensation;

**Table of Contents**

The Company's salary increase budgets;

The current scope and responsibilities of the position;

Internal comparisons; and

The experience and future potential of each executive.

The HR Committee approved base salary increases for 2017 of approximately 3 percent for each of our named executives.

**Annual Incentive Compensation**

**Target Opportunity.** The HR Committee establishes the annual incentive target opportunities for each executive officer position based on market competitive compensation as shown in Meridian's annual executive compensation survey. For 2017, the HR Committee established the following annual incentive target opportunities:

130 percent of base earnings for the Chairman, President & Chief Executive Officer (Mr. Akins);

80 percent of base earnings for the EVP & Chief Financial Officer (Mr. Tierney);

70 percent of base earnings for the EVP, General Counsel and Secretary (Mr. Feinberg);

70 percent of base earnings for the EVP Transmission (Ms. Barton); and

70 percent of base earnings for the EVP & Chief Administrative Officer (Ms. Hillebrand).

**Performance Metrics.** The HR Committee approved a balanced scorecard which tied annual incentive awards to the Company's operating earnings, safety and strategic objectives for the year and which are critical to the Company's long-term success. The HR Committee used a balanced scorecard because it helps mitigate the risk that executives will focus on one or a few objectives, such as short-term financial performance, to the detriment of other objectives. For 2017, the HR Committee approved the following performance measures:

**Operating Earnings per Share (70 Percent).** The HR Committee chose operating earnings per share because it largely reflects management's performance operating the Company and is strongly correlated with shareholder returns. In addition, operating earnings per share is the primary measure by which the Company communicates its actual and expected future financial performance to the investment community and employees. Management and the HR Committee believe that sustainable operating earnings per share growth is the primary means for the Company to create long-term shareholder value. In 2017, the HR Committee established an operating earnings per share target of \$3.70 to incentivize the Company's strategic transformation to a higher cumulative annual growth rate versus previous years.

**Safety (12 Percent).** Safety is a core value and therefore maintaining the safety of AEP employees, contractors and the general public is always a primary consideration. The 2017 safety metrics consisted of the following:

7 percent for DART improvement. DART is an acronym for Days Away, Restricted or Job Transfer and is an industry accepted measure that focuses on more serious injuries.

3 percent for a fatality measure. 1.5 percent was an employee fatality measure and 1.5 percent was a contractor fatality measure.

1 percent for environmental stewardship. This measure was based on the number of significant environmental enforcement actions that were resolved during the year.

1 percent for NERC violations. This metric was based on the percentage of self-reported North American Electric reliability (NERC) violations. NERC establishes the reliability standards for planning and operating the North American bulk power system.

**Table of Contents**

**Strategic Initiatives (18 Percent).** The strategic initiatives consisted of:

8 percent for Business Transformation initiatives, including measures based on the volume of start-up projects of our competitive subsidiaries focused on building renewable power projects and measures that were based on expanding the Company's transmission business.

6 percent for Customer Experience initiatives, including measures based on the reliability of our wires assets, residential customer satisfaction survey results and the success of our mobile alert program.

4 percent for Culture and Employee Engagement initiatives, including a culture measure for improvements in our employee survey results, and a diversity measure based on improvement in female and minority representation rates in the Company's employee population.

**Table of Contents**

The chart below shows the weightings for each performance measure as a percentage of the total award opportunity, the threshold, target and maximum performance goals, 2017 actual results and related weighted scores.

	Weight	Threshold	Target	Maximum	Actual Performance Result	Actual Award Score (as a percent of target opportunity)	Weighted Score
<b>Operating Earnings Per Share (70%)</b>	70%	\$3.55	\$3.70	\$4.00	\$3.68	83.9%	0.587
<b>Safety (12%)</b>							
DART (Days Away, Restricted or Job Transfer) Rate, an industry measure focused on serious injuries	7%	0 percent Improvement	10 percent Improvement	20 percent Improvement	2 percent	20.0%	0.014
Fatality Measure (the number of fatal work related employee incidents)	1.5%	One or more	-	None	No employee fatality	200.0%	0.030
Fatality Measure (the number of fatal work related contractor incidents)	1.5%	One or more	-	None	Two contractor fatalities	0.0%	0.000
Environmental Stewardship Number of significant enforcement actions	1%	4	2	0	1	150.0%	0.015
NERC Compliance Percentage of NERC violations self-reported	1%	80%	90%	100%	95.4%	154.0%	0.015
<b>Strategic Initiatives (18%)</b>							
<b>Business Transformation Measures (8%)</b>							
Volume of AEP OnSite Partners investment commitment	2%	\$75 million	\$125 million	\$175 million	\$142.7 million	135.4%	0.027
Volume AEP Renewables investment commitment	2%	\$100 million	\$300 million	\$400 million	\$382.5 million	182.5%	0.037
Volume of Transmission Plant in Service	2%	\$2.0 billion	\$2.1 billion	\$2.3 billion	\$2.507 billion	200.0%	0.040
Volume of Transmission Capital Investment	2%	\$2.79 billion	\$2.94 billion	\$3.23 billion	\$3.43 billion	200.0%	0.040
<b>Customer Experience Measures (6%)</b>							
Wires Reliability- measure based on a customer weighted average of SAIDI (System Average Incident Duration Index) Performance Scores of AEP operating	2%	Generally 120 percent of target	Regulatory targets or a glide path to the regional peer group average	Generally 80 percent of target	105.6% Average Operating Company Score	105.6%	0.021

companies							
Customer Satisfaction measure based on a weighted average of J.D. Power Residential Customer				Top quartile Customer Satisfaction score	92.1% Average Operating Company Score		
Satisfaction Index scores for AEP operating companies	2%	No improvement	Peer Group improvement rate			92.1%	0.018
Mobile Alert Penetration for Customers					47% Customer Penetration		
	2%	Current penetration	25% Customer penetration	38% Customer penetration		200.0%	0.040
<b>Culture and Employee Engagement Measures (4%)</b>							
Employee Engagement based on improvement in average overall score of survey of AEP employees	2%	0.06 improvement	0.10 improvement	0.20 improvement	0.08 Improvement	50.0%	0.010
Employee Diversity measure based on increased representation of women and minorities in all EEO categories		Higher of 0 percent attrition plus hiring at 80 percent of target or 0 percent improvement	Higher of 0 percent attrition plus hiring at 100 percent of target or 0 percent improvement	Higher of 0 percent attrition plus hiring at 120 percent of target or 0 percent improvement	Female Representation Score: 132.3% Minority Representation Score: 130.9%		
	2%					131.6%	0.026
<b>Total Score</b>							<b>0.920</b>

**Table of Contents**

**2017 Individual Award Calculations.** Based on the results under the Scorecard, the HR Committee approved a weighted score of 92.0 percent. The HR Committee then subjectively evaluated the individual performance of each named executive officer to determine the actual award payouts. The HR Committee considered the progress made during 2017 focusing the Company on its core regulated businesses for Mr. Akins.

Name	2017 Base Earnings*		Annual Incentive Target %		Weighted Score Under Performance Score Card		Calculated Annual Incentive Opportunity	2017 Actual Payouts
Mr. Akins	\$1,372,885	x	130 %	x	92.0 %	=	\$1,641,970	\$ 1,700,000
Mr. Tierney	\$749,154	x	80 %	x	92.0 %	=	\$551,377	\$555,000
Mr. Feinberg	\$631,269	x	70 %	x	92.0 %	=	\$406,537	\$406,000
Ms. Barton	\$549,231	x	70 %	x	92.0 %	=	\$353,705	\$356,000
Ms. Hillebrand	\$576,346	x	70 %	x	92.0 %	=	\$371,167	\$375,000

\* Based on salary paid in 2017, which is slightly different than the salary earned for 2017 shown in the Summary Compensation Table.

**Long-Term Incentive Compensation**

The HR Committee grants long-term incentive compensation to executive officers on an annual award cycle. The HR Committee establishes target long-term incentive award opportunities for each named executive officer based on market data provided in the annual Meridian survey. AEP annually reviews the mix of long-term incentive compensation provided to its executives. For 2017 the HR Committee approved the following mix of long-term incentive awards:

75 percent of the long-term incentives was awarded as three-year performance units, and  
25 percent of the long-term incentives was awarded as time-vesting restricted stock units (RSUs).

**2017 Long-Term Incentive Awards**

Name	Target Value (1)	Total Number of Units Granted (2)	Number of	Number of
			Performance Units Granted (at Target)	RSUs Granted
Mr. Akins	\$ 7,500,000	116,986	87,740	29,246



<b>Mr. Tierney</b>	\$ 2,000,000	31,196	23,397	7,799
<b>Mr. Feinberg</b>	\$ 1,200,000	18,718	14,039	4,679
<b>Ms. Barton</b>	\$ 1,200,000	18,718	14,039	4,679
<b>Ms. Hillebrand</b>	\$ 950,000	14,818	11,114	3,704

- (1) The Target Value differs from the Grant Date Fair Value shown in the Stock Award column in the Summary Compensation Table because the performance units contain a market condition (the relative TSR measure) which results in a Grant Date Fair Value for financial accounting purposes that differs from the target value the HR Committee used to determine the awards. See footnote 2 to the Summary Compensation Table for a description of the Grant Date Fair Value.
- (2) The total number of units granted was determined by dividing the Target Value by the closing price of AEP common stock on the grant date (\$64.11) and rounding to the nearest whole number.

**Table of Contents**

**Performance Units.** Each performance unit has an economic value equivalent to one share of AEP common stock. AEP grants performance units at the beginning of each year with a three-year performance and vesting period. Dividends are reinvested in additional performance units that are subject to the same performance measures and vesting requirements as the underlying performance units on which they were granted. The total number of performance units held at the end of the performance period is multiplied by the equally weighted score for the two performance measures shown below to determine the number of performance units earned. The maximum score for each performance measure is 200 percent.

**Performance Measures for 2017 2019 Performance Units**

Performance Measure	Weight	Threshold	Target	Maximum Payout
		Performance	Performance	Performance
3-Year Cumulative Operating Earnings Per Share		\$11.206	\$11.78	\$12.646
	50%	(25% payout)	(100% payout)	(200% payout)
3-Year Total Shareholder Return of AEP vs. AEP's Compensation Peer Group		20 <sup>th</sup> Percentile	50 <sup>th</sup> Percentile	80 <sup>th</sup> Percentile
	50%	(0% payout)	(100% payout)	(200% payout)

The HR Committee selected a measure of cumulative operating earnings to ensure that earnings for all three years contribute equally to the award calculation. The HR Committee also selected a total shareholder return measure for these awards to provide an external performance comparison that reflects the effectiveness of management's strategic decisions and actions over the three-year performance period relative to other large electric utilities.

**Restricted Stock Units.** Each RSU has an economic value equivalent to one share of AEP common stock. RSUs vest over a forty month period from their January 1, 2017 effective date, subject to the executive's continued employment, in three approximately equal installments on May 1, 2018, May 1, 2019 and May 1, 2020. Dividends are reinvested in additional RSUs and are subject to the same vesting requirements applicable to the underlying RSUs on which they were granted.

**Stock Ownership Requirements.** The HR Committee believes that linking a significant portion of the named executive officers' financial rewards to the Company's long-term success gives executives a stake similar to that of the Company's shareholders and encourages management strategies that benefit shareholders. Therefore, the HR Committee requires certain officers (55 individuals as of January 1, 2018) to accumulate and hold a specific amount of AEP common stock or stock equivalents. The CEO's stock ownership requirement is six times his base salary, and the other named executive officers' targets are three times their respective base salaries. Each named executive officer met his or her stock ownership requirement as of March 1, 2018.

**Equity Retention (Holding Period).** Until an executive officer meets his or her stock ownership requirement, performance units awarded under the Long-term Incentive Plan are mandatorily deferred into AEP Career Shares to the extent necessary to meet their stock ownership requirement. If an executive has not met his or her stock ownership requirement within five years of the date it became effective or subsequently falls below it, the HR Committee may require the executive to defer a portion of his or her annual incentive compensation award into AEP Career Shares. AEP Career Shares are not paid to executives until after their employment with AEP ends.

**Benefits.** AEP generally provides the same health and welfare benefits to named executive officers as it provides to other employees. AEP also provides the named executive officers with either four or five weeks of paid vacation, depending on their length of service and position.

The named executive officers participate in the same tax-qualified defined benefit pension plan and defined contribution savings plan as other eligible employees. They also participate in the Company's non-qualified retirement benefit plans, which largely provide excess benefits that would otherwise be offered through the

## **Table of Contents**

tax-qualified plans but for IRS limits. This allows the named executive officers to accumulate replacement income for their retirement based on the same benefit formulas as the tax qualified plans but without the limitations that are imposed by the Internal Revenue Code on the tax-qualified plans.

The HR Committee recognizes that the non-qualified plans result in the deferral of the Company's income tax deduction related to these benefits until such benefits are paid. However, the HR Committee believes that executives generally should be entitled to the same retirement benefits, as a percentage of their eligible pay, as the Company's other employees. Non-qualified retirement benefit plans are also prevalent among large employers both within our industry and other large U.S. industrial companies, and are provided as part of a market competitive total rewards package.

The Company limits both the amount and types of compensation that are included in the qualified and non-qualified retirement plans because the HR Committee and AEP management believe that compensation over certain limits and certain types of compensation should not be further enhanced by including it in retirement benefit calculations. Therefore:

Long-term incentive compensation is not included in the calculations that determine retirement and other benefits under AEP's benefit plans,

The cash balance formula of the Company's non-qualified pension plan (the AEP Supplemental Benefit Plan ) limits eligible compensation to twice the executive's base salary, and

Eligible compensation is also limited to \$2 million under the non-qualified Supplemental Retirement Savings Plan.

AEP provides group term life insurance benefits to all employees, including the named executive officers, in the amount of two times their base salary.

For all employees, including the executives, whom the Company asks to relocate, it is AEP's practice to offer relocation assistance to offset their moving expenses. This policy better enables AEP to obtain high quality new hires and to relocate internal job candidates.

**Perquisites.** The HR Committee annually reviews the perquisites provided by the Company. In 2017, AEP provided independent financial counseling and tax preparation services to assist executives with financial planning and tax filings. Income is imputed to executives and taxes are withheld for these services.

The HR Committee is sensitive to concerns regarding the expense of corporate aircraft and the public perception regarding personal use of such aircraft. Accordingly, the HR Committee generally prohibits personal use of corporate aircraft that has an incremental cost to the Company. The Company allows personal travel on business trips using the corporate aircraft if there is no incremental cost to the Company. Income is imputed and taxes are withheld on the value of personal travel on corporate aircraft in accordance with IRS guidelines.

## **Other Compensation Information**

**Recoupment of Incentive Compensation.** The Company's Policy on Recouping Incentive Compensation, commonly referred to as a "clawback" policy, provides that our executive officers and certain other senior executives are subject to a "no fault" clawback. The Board may recover incentive compensation whether or not the executive's actions involve misconduct. The Board believes, subject to the exercise of its discretion based on the facts and circumstances of a particular case, that incentive compensation should be reimbursed to the Company if, in the Board's determination:

Such incentive compensation was received by an executive where the payment or the award was predicated upon the achievement of financial or other results that were subsequently materially restated or corrected, and

Such incentive compensation would have been materially lower had the achievement been calculated on such restated or corrected financial or other results.

## **Table of Contents**

The HR Committee has directed the Company to design and administer all of its incentive compensation programs in a manner that provides for the Company's ability to obtain such reimbursement. AEP may also retain any deferred compensation previously credited to an executive. This right to reimbursement is in addition to, and not in substitution for, any and all other rights AEP might have to pursue reimbursement or such other remedies against an executive for misconduct.

**Role of the CEO and Compensation Consultant in Determining Executive Compensation.** The HR Committee invites the CEO to attend HR Committee meetings. The HR Committee regularly holds executive sessions without management present.

The CEO has assigned AEP's Executive Vice President & Chief Administrative Officer and AEP's Director Compensation and Executive Benefits to support the HR Committee. These individuals work closely with the HR Committee Chairman, the CEO and Meridian to research and develop requested information, prepare meeting materials, implement the HR Committee's actions and administer the Company's executive compensation and benefit programs consistent with the objectives established by the HR Committee. Meetings are held with the CEO, the HR Committee Chairman and Meridian prior to HR Committee meetings to review and finalize the agenda and meeting materials.

The CEO regularly discusses his strategic vision and direction for the Company during HR Committee meetings with Meridian in attendance. Likewise, Meridian regularly discusses compensation strategy alternatives, in light of the CEO's strategic vision and direction, during HR Committee meetings with the CEO in attendance. The HR Committee believes that this open dialogue and exchange of ideas is important to the development and implementation of a successful executive compensation strategy.

The CEO discusses the individual performance of the other named executive officers with the HR Committee and recommends their compensation to the HR Committee. The CEO has substantial input into salary budgets and changes to incentive targets. The CEO also has substantial input into the development of employment offers for outside candidates for executive positions, although the HR Committee must approve all employment offers for executive officers.

**Change In Control Agreements.** The HR Committee provides Change In Control agreements to specified executives, including all the named executive officers. While the HR Committee believes these agreements are consistent with the practices of its peer companies, the most important reason for these agreements is to protect the Company and the interests of shareholders in the event of an anticipated or actual change in control. During such transitions, retaining and continuing to motivate the Company's key executives would be critical to protecting shareholder value. In a change of control situation, outside competitors are more likely to try to recruit top performers away from the Company, and our executive officers may consider other opportunities when faced with uncertainty about retaining their positions. The HR Committee limits participation to those executives whose full support and sustained contributions would be needed during a lengthy and complex corporate transaction.

The Board has adopted a policy that requires shareholder approval of executive severance agreements that provide benefits generally exceeding 2.99 times the sum of the named executive officer's salary plus annual incentive compensation. The HR Committee periodically reviews change in control agreement practices of companies in our Compensation Peer Group. The HR Committee has approved change in control multiples of 2.99 times base salary and annual incentive compensation for each of the named executive officers, which is consistent with competitive market practice. Each agreement includes a double trigger, which means that severance payments and benefits would be provided to the covered executive officer only upon a change in control accompanied by an involuntary termination or constructive termination within two years after the change in control.

The Company's Change In Control agreements do not provide a tax gross-up for excise taxes.

## **Table of Contents**

Long-term incentive compensation may also vest in the event of a change in control. All outstanding performance units and RSU awards have a double trigger change in control provision. In the event an executive's employment is terminated within one year after a change in control under qualifying conditions, such as by the Company without cause or by the executive for good reason, then all of the executive's outstanding performance units and RSUs will vest. Performance units would be paid at the target performance score.

Other compensation and benefits provided to executive officers in the event their employment is terminated as a result of a change in control are consistent with that provided in the event an executive's employment is terminated due to a consolidation, restructuring or downsizing as described below.

**Other Employment Separations.** The Company has an Executive Severance Plan that provides severance benefits to selected senior officers of the Company, including the named executive officers, who agree to its terms, including confidentiality, non-solicitation, cooperation and non-disparagement obligations. Executives remain eligible for benefits under the general severance plan described below; however, any benefits provided under the Executive Severance Plan would be reduced by any amounts provided under the general severance plan. Benefits for our named executive officers under the Executive Severance Plan (which would be triggered by a good reason resignation or an involuntary termination) include pay continuation of two times their base salary and target annual incentive award payable over two years, and are conditioned on the executive officer's release of claims against the Company and agreement not to compete with the Company for two years.

AEP also maintains a broad-based severance plan that provides two weeks of base pay per year of service to all employees, including named executive officers, if their employment is terminated due to a consolidation, restructuring or downsizing, subject to the employee's agreement to waive claims against AEP. In addition, our severance benefits for all employees include outplacement services and access to health benefits at active employee rates for up to 18 months and then at Company-subsidized retiree rates thereafter until age 65 for employees who are at least age 50 with 10 years of service at the time of their employment termination.

Named executive officers remain eligible for an annual incentive award based on their eligible pay for the year reflecting the portion of the year worked, if they separate from service prior to year-end due to their retirement (on or after age 55 with at least ten years of service, except employees who retire as part of a voluntary or involuntary severance program). In the event of a participant's death, this amount is paid to their estate.

A prorated portion of outstanding performance units vest if a participant retires, which is defined as a termination, other than for cause, after the executive reaches age 55 with five years of service or if a participant is severed. A prorated portion of outstanding performance units and all outstanding RSUs would also vest to a participant's heirs in the event of the participant's death. The prorated performance units are not payable until the end of the performance period and remain subject to all of the performance objectives.

Executive officers were also entitled to 12 months of continued financial counseling service in the event they are severed from service as the result of a restructuring, consolidation or downsizing or they retire (after age 55 and 5 years of AEP service). In the event of their death, their spouse or the executor of their estate would be eligible for this benefit.

**Insider Trading, Hedging and Pledging.** The Company's insider trading policy prohibits directors and executive officers from hedging their AEP stock holdings through short sales and the use of options, warrants, puts and calls or similar instruments. The policy also prohibits directors and executive officers from pledging AEP stock as collateral for any loan.



**Tax Considerations.** Section 162(m) of the Internal Revenue Code (Section 162 (m)) limits the Company's ability to deduct compensation in excess of \$1,000,000 paid in any year to the Company's named executive officers. The HR Committee adopted performance goals so that awards made pursuant to such goals that contributed to a named executive officer earning more than \$1 million in annual compensation may qualify

## **Table of Contents**

as tax deductible to the Company for U.S. federal income tax purposes under Section 162(m). In December 2017, the U.S. federal government enacted the Tax Cuts and Jobs Act, which substantially modifies the U.S. Internal Revenue Code and, among other things, and subject to certain exceptions, eliminated the performance-based compensation exception under Section 162(m). As a result, the Company expects that, except to the extent an exception applies, any compensation over \$1 million paid to any current or future named executive officer in a fiscal year will not be tax deductible. The HR Committee certified certain performance measures in December 2017 to protect a portion of the tax deduction for performance based compensation that would be paid in February and March 2018 to the Company's named executive officers.

## **Human Resources Committee Report**

**Membership and Independence.** The Board has determined that each member of the HR Committee is an independent director, as defined by NYSE listing standards. Each member of the HR Committee is also a non-employee director for purposes of SEC Rule 16b-3 and an outside director for purposes of Section 162(m). Members of the HR Committee attend professional development training that addresses topics of specific relevance to public company compensation committees.

**Functions and Process.** The HR Committee reviews and approves the compensation for all executive and senior officers other than the CEO. With respect to the compensation of the CEO, the HR Committee is responsible for making compensation recommendations to the independent members of the Board, who review and approve the CEO's compensation.

In carrying out its responsibilities, the HR Committee addressed many aspects of AEP's human resource and executive compensation programs and practices in 2017, including:

Establishing annual and long-term performance objectives for executive officers;

Assessing the performance of the CEO, other executive officers and the Company relative to those established performance objectives;

Conducting an evaluation of the CEO based on written comments from board members, senior AEP management, and the audit firm partner overseeing AEP's external audit;

Determining the mix of base salary, annual incentive compensation and long-term equity based compensation for executive and senior officers;

Assessing the competitiveness of 2017 and proposed 2018 target compensation for all executive officers relative to AEP's Compensation Peer Group;

Reviewing and approving the base salaries, annual incentive awards and long-term incentive award opportunities for the named executive officers, except for the CEO, which are reviewed and approved by the

independent directors;

Reviewing the senior management succession and development plans;

Assessing compensation risk;

Reviewing and approving change in control agreements;

Reviewing the Company's workforce safety efforts and results; and

Reviewing AEP's culture and employment engagement through employee survey results.

In establishing performance objectives, the HR Committee considers the interests of other major AEP stakeholders, such as AEP's customers, employees, and the communities in which AEP operates, in addition to those of AEP's shareholders.

**Table of Contents**

**The HR Committee's Independent Compensation Consultant.** The HR Committee engaged Meridian to provide recommendations regarding AEP's executive compensation and benefit programs and practices. The HR Committee can retain and terminate consultants and advisors without management approval and has the sole authority to approve their fees. Among other assignments, Meridian provides an annual executive compensation study and reports on current executive compensation and benefits trends within the electric utility industry.

The HR Committee annually assesses and discusses the independence of its executive compensation consultant. Meridian did not provide any services to AEP other than the work it performed for the HR Committee and the work it performed for the Corporate Governance Committee on director compensation. The HR Committee concluded that Meridian was independent and the work provided by Meridian did not raise any conflict of interest.

The HR Committee also annually assesses the performance and objectivity of its executive compensation consultant and has found that the advice provided by Meridian was of a high quality and objective. The HR Committee regularly holds executive sessions with Meridian to help ensure that they receive full and independent advice.

In fulfilling its oversight responsibilities, the HR Committee reviewed and discussed with management the Compensation Discussion and Analysis set forth in this proxy statement. Based on its review and these discussions, the HR Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017

*Human Resources Committee Members*

Ralph D. Crosby, Jr., Chair

Thomas E. Hoaglin

Richard C. Notebaert

Stephen S. Rasmussen

Oliver G. Richard, III

**Table of Contents****Executive Compensation****Summary Compensation Table**

The following table provides summary information concerning compensation earned by our Chief Executive Officer, our Chief Financial Officer and the three other most highly compensated executive officers, to whom we refer collectively as the named executive officers.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Award Compensation (\$)(2)	Incentive Plan Compensation (\$)(3)	Deferred Compensation (\$)(4)	All Other Compensation (\$)(5)	Total (\$)	Change
									in Pension Value and Non-Equity Nonqualified
<b>Nicholas K. Akins</b>									
Chairman of the Board and Chief Executive Officer	2017	1,375,000		7,983,420	1,700,000	361,001	111,040	11,530,461	
	2016	1,325,077		6,720,027	3,000,000	323,949	103,687	11,472,740	
	2015	1,279,900		6,719,981	3,150,000	199,027	103,658	11,452,566	
<b>Brian X. Tierney</b>									
Executive Vice President and Chief Financial Officer	2017	750,000		2,128,899	555,000	462,223	98,262	3,994,384	
	2016	730,800		1,895,038	990,000	131,575	95,026	3,842,439	
	2015	709,246		1,907,216	1,100,000	0	84,125	3,800,587	
<b>David M. Feinberg</b>									
Executive Vice President, General Counsel and Secretary	2017	632,000		1,277,372	406,000	104,619	73,347	2,493,338	
	2016	615,358		1,126,919	730,000	85,179	75,435	2,632,891	
	2015	591,426		998,394	800,000	59,069	68,163	2,517,052	
<b>Lisa M. Barton</b>									
Executive Vice President-Transmission	2017	550,000		1,277,372	356,000	110,304	67,724	2,361,400	
	2016	532,039		1,003,030	650,000	95,020	68,007	2,348,096	
	2015	516,750		998,394	686,000	49,931	59,042	2,310,117	
<b>Lana L. Hillebrand</b>									
Executive Vice President- Chief	2017	577,000		1,011,219	375,000	193,929	69,817	2,226,965	
	2016	562,154		902,677	670,000	139,726	73,753	2,438,310	

Administrative Officer	2015	545,530	902,420	749,000	101,326	62,382	2,351,658
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- (1) Amounts in the salary column are composed of executive salaries earned for the year shown.
- (2) The amounts reported in this column reflect the aggregate grant date fair value calculated in accordance with FASB ASC Topic 718 of the performance units and restricted stock units (RSUs) granted under our Long-Term Incentive Plan. See Note 15 to the Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 2017 for a discussion of the relevant assumptions used in calculating these amounts. The value realized for the performance units, if any, will depend on the Company's performance during a three-year performance period. The potential payout can range from 0 percent to 200 percent of the target number of performance units, plus any dividend equivalents.
- The value of the performance units granted in 2017 will be based on two equally weighted measures: a Board approved cumulative operating earnings per share measure (Cumulative EPS) and a total shareholder return measure (Relative TSR). The grant date fair value of the 2017 performance units that are based on Cumulative EPS was computed in accordance with FASB ASC Topic 718 based upon the probable outcome of the performance conditions as of the grant date. Assuming the highest level of performance achievement as of the grant date, the aggregate grant date fair value of the Cumulative EPS awards would have been: \$5,625,011 for Mr. Akins; \$1,499,982 for Mr. Tierney; \$900,040 for Mr. Feinberg; \$900,040 for Ms. Barton and \$712,519 for Ms. Hillebrand. As the performance units that are based on Relative TSR are subject to market conditions as defined under FASB ASC Topic 718, they had no maximum grant date fair values that differed from the grant date fair values presented in the table.
- The performance units granted in 2017 were changed to settle in AEP shares, rather than cash, as was the case for the performance units granted in 2015 and 2016. Because the 2017 performance units are to be settled in AEP shares and the Relative TSR measure is a market condition, the maximum value is factored into the calculation of the grant date fair value. The grant date fair value of the 2017 performance units is approximately 8.6 percent higher due to the accounting impact of the change in settling the performance units in AEP shares rather than cash. The maximum amount payable for the 2016 performance units is equal to \$10,080,010 for Mr. Akins; \$2,842,526 for Mr. Tierney; \$1,690,378 for Mr. Feinberg; \$1,504,608 for Ms. Barton and \$1,353,984 for Ms. Hillebrand. The RSUs vest over a forty month period from their January 1 effective date. For further information on these awards, see the Grants of Plan-Based Awards for 2017 table.
- (3) The amounts shown in this column are annual incentive compensation paid. At the outset of each year, the HR Committee sets annual incentive targets and performance criteria that are used after year-end to determine if and the extent to which executive officers may receive annual incentive award payments.
- (4) The amounts shown in this column are attributable to the increase in the actuarial values of each of the named executive officer's combined benefits under AEP's qualified and non-qualified defined benefit plans determined using interest rate and mortality assumptions consistent with those used in the Company's financial

**Table of Contents**

statements. See the Pension Benefits for 2017 table, and related footnotes for additional information. See Note 8 to the Consolidated Financial Statements included in our Form 10-K for the year ended December 31, 2017 for a discussion of the relevant assumptions. None of the named executive officers received preferential or above-market earnings on deferred compensation.

- (5) Amounts shown in the All Other Compensation column for 2017 include: (a) Company contributions to the Company's Retirement Savings Plan, (b) Company contributions to the Company's Supplemental Retirement Savings Plan and (c) perquisites. The amounts are listed in the following table:

<b>Type</b>	<b>Nicholas K. Akins</b>	<b>Brian X. Tierney</b>	<b>David M. Feinberg</b>	<b>Lisa M. Barton</b>	<b>Lana L. Hillebrand</b>
Retirement Savings Plan Match	\$ 11,804	\$ 12,150	\$ 12,150	\$ 12,150	\$ 12,150
Supplemental Retirement Savings Plan Match	\$ 77,850	\$ 66,112	\$ 49,107	\$ 41,815	\$ 43,936
Perquisites	\$ 21,386	\$ 20,000	\$ 12,090	\$ 13,759	\$ 13,731
<b>Total</b>	<b>\$ 111,040</b>	<b>\$ 98,262</b>	<b>\$ 73,347</b>	<b>\$ 67,724</b>	<b>\$ 69,817</b>

Perquisites provided in 2017 included: financial counseling and tax preparation services, and, for Mr. Akins, director's accidental death insurance premium. Executive officers may also have the occasional personal use of event tickets when such tickets are not being used for business purposes, however, there is no associated incremental cost. From time to time executive officers may receive customary gifts from third parties that sponsor sporting events (subject to our policies on conflicts of interest).

**Table of Contents****Grants of Plan-Based Awards for 2017**

The following table provides information on plan-based awards granted in 2017 to each of our named executive officers.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)		Estimated Future Payouts Under Equity Incentive Plan Awards(3)			All Other Stock Awards: Grant Date	
		Threshold (\$)	Target (\$)	Maximum (\$)(2)	Threshold (#)(4)	Target (#)	Maximum (#)(5)	Shares of Stock or Option Awards (#)(6)
<b>Nicholas K. Akins</b>								
2017 Annual Incentive Compensation Plan			1,784,751	4,461,878				
2017 2019 Performance Units	2/20/17				10,968	87,740	175,480	6,108,459
Restricted Stock Units	2/20/17						29,246	1,874,961
<b>Brian X. Tierney</b>								
2017 Annual Incentive Compensation Plan			599,323	1,498,308				
2017 2019 Performance Units	2/20/17				2,925	23,397	46,794	1,628,905
Restricted Stock Units	2/20/17						7,799	499,994
<b>David M. Feinberg</b>								
2017 Annual Incentive Compensation Plan			441,888	1,104,720				
2017 2019 Performance Units	2/20/17				1,755	14,039	28,078	977,401
Restricted Stock Units	2/20/17						4,679	299,971
<b>Lisa M. Barton</b>								
2017 Annual Incentive Compensation Plan			384,462	961,155				
2017 2019 Performance Units	2/20/17				1,755	14,039	28,078	977,401
Restricted Stock Units	2/20/17						4,679	299,971
<b>Lana L. Hillebrand</b>								
2017 Annual Incentive Compensation Plan			403,442	1,008,605				
2017 2019 Performance Units	2/20/17				1,389	11,114	22,228	773,756
Restricted Stock Units	2/20/17						3,704	237,463

(1) Represents potential payouts under the 2017 Annual Incentive Compensation Plan (ICP), which are based on base earnings paid during the year.

(2) The amounts shown in this column represent 250 percent of the target award for each of the named executive officers, which is the maximum amount generally payable to any individual employee under the ICP.



- (3) Represents performance units awarded under our Long-Term Incentive Plan for the 2017-2019 performance period. These awards generally vest at the end of the three year performance period based on our attainment of specified performance measures. The number of performance units does not include additional units that may accrue as dividends.
- (4) The amounts shown in the Threshold column represent 12.5% of the target award for each of the named executive officers because the Operating Earnings per Share measure has a 25% payout for threshold performance, the Total Shareholder Return measure has a 0% payout for threshold performance and these measures are equally weighted. However, the Operating Earnings per Share threshold does not guarantee a minimum payout because the score would be 0% of target if threshold performance is not achieved.
- (5) The amounts shown in this column represent 200 percent of the target award for each of the named executive officers, which is the maximum overall score for the 2017-2019 performance units.
- (6) Represents restricted stock units awarded under the Long-Term Incentive Plan. These awards generally vest in three equal installments on May 1, 2018, May 1, 2019 and May 1, 2020. The number of restricted stock units does not include additional units that may accrue as dividends.
- (7) Amounts represent the grant date fair value of performance units and restricted stock units measured in accordance with FASB ASC Topic 718, utilizing the assumptions discussed in Note 15 to our consolidated financial statements for the fiscal year ended December 31, 2017. The actual number of performance units earned will depend on AEP's performance over the 2017 through 2019 period, which could vary from 0 percent to 200 percent of the target award plus dividends. The value of the performance units granted in 2017 will be based on two equally weighted measures: a Board approved cumulative operating earnings per share measure (Cumulative EPS) and a total shareholder return measure (Relative TSR). The grant date fair value of the 2017 performance units that are based on Cumulative EPS was computed in accordance with FASB ASC Topic 718 based upon the probable outcome of the performance conditions as of the grant date. The performance units that are based on Relative TSR are subject to market conditions as defined under FASB ASC Topic 718. The performance units granted in 2017 were changed to settle in AEP shares, rather than cash, as was the case for the performance units granted in 2015 and 2016. Because the 2017 performance units are to be settled in AEP shares and the Relative TSR measure is a market condition, the maximum value is factored into the calculation of the grant date fair value.

**Table of Contents****Outstanding Equity Awards at Fiscal Year-End for 2017**

The following table provides information with respect to holdings of restricted stock units and performance units by the named executive officers at December 31, 2017. The named executive officers do not have any outstanding stock options.

Name	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Stock Awards	
			Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(1)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(2)
<b>Nicholas K. Akins</b>				
2016 2018 Performance Units(3)			172,004	12,654,334
2017 2019 Performance Units(3)			179,764	13,225,237
2015 Restricted Stock Units(4)	12,627	928,968		
2016 Restricted Stock Units(5)	19,112	1,406,070		
2017 Restricted Stock Units(6)	29,960	2,204,157		
<b>Brian X. Tierney</b>				
2016 2018 Performance Units(3)			48,504	3,568,439
2017 2019 Performance Units(3)			47,936	3,526,652
2015 Restricted Stock Units(4)	3,585	263,748		
2016 Restricted Stock Units(5)	5,390	396,542		
2017 Restricted Stock Units(6)	7,989	587,751		
<b>David M. Feinberg</b>				
2016 2018 Performance Units(3)			28,844	2,122,053
2017 2019 Performance Units(3)			28,764	2,116,167
2015 Restricted Stock Units(4)	1,877	138,091		
2016 Restricted Stock Units(5)	3,205	235,792		
2017 Restricted Stock Units(6)	4,793	352,621		
<b>Lisa M. Barton</b>				
2016 2018 Performance Units(3)			25,674	1,888,836
2017 2019 Performance Units(3)			28,764	2,116,167
2015 Restricted Stock Units(4)	1,877	138,091		
2016 Restricted Stock Units(5)	2,853	209,895		
2017 Restricted Stock Units(6)	4,793	352,621		
<b>Lana L. Hillebrand</b>				
2016 2018 Performance Units(3)			23,104	1,699,761
2017 2019 Performance Units(3)			22,770	1,675,189
2015 Restricted Stock Units(4)	1,697	124,848		
2016 Restricted Stock Units(5)	2,568	188,928		

2017 Restricted Stock Units(6)	3,794	279,125
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- (1) Pursuant to applicable SEC rules, the number of performance units reported in this column is the maximum number of performance units issuable (200% of the amount outstanding at December 31, 2017) because the results for the performance units that vested on December 31, 2017 were above target. However, the actual number of performance units credited upon vesting will be based on AEP's actual performance over the applicable three-year period.

**Table of Contents**

- (2) Pursuant to applicable SEC rules, the market value of the performance units reported in this column was computed by multiplying the closing price of AEP's common stock on December 31, 2017 (\$73.57) by the maximum number of performance units issuable set forth in the preceding column because the results for the performance units that vested on December 31, 2017 were above target. However, the actual number of performance units credited upon vesting will be based on AEP's actual performance over the applicable three-year period.
- (3) AEP's practice is to grant performance units at the beginning of each year with a three-year performance and vesting period. This results in awards for overlapping successive three-year performance periods. These awards generally vest at the end of the three year performance period. The performance units awarded for the 2015-2017 performance period, including associated dividend credits, vested at December 31, 2017 and are shown in the Options Exercises and Stock Vested for 2017 table below. The awards shown for the 2016-2018 and 2017-2019 performance periods include performance units resulting from reinvested dividends which are subject to the same performance criteria.
- (4) These restricted stock units were granted on February 24, 2015 and will generally vest, subject to the executive officer's continued employment, on May 1, 2018. The amounts shown include restricted stock units resulting from reinvested dividends.
- (5) These restricted stock units were granted on February 23, 2016 and will generally vest, subject to the executive officer's continued employment, in two equal installments, on May 1, 2018 and May 1, 2019. The amounts shown include restricted stock units resulting from reinvested dividends.
- (6) These restricted stock units were granted on February 20, 2017 and will generally vest, subject to the executive officer's continued employment, in three equal installments, on May 1, 2018, May 1, 2019 and May 1, 2020. The amounts shown include restricted stock units resulting from reinvested dividends.

**Table of Contents****Option Exercises and Stock Vested for 2017**

The following table provides information with respect to the vesting of RSUs and performance units in 2017 that were granted to our named executive officers in previous years. The named executive officers did not exercise any stock options in 2017.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting (\$) (2)
Nicholas K. Akins			183,764	\$ 13,287,138
Brian X. Tierney			52,074	\$3,765,626
David M. Feinberg			27,392	\$1,980,155
Lisa M. Barton			26,834	\$1,942,506
Lana L. Hillebrand			24,664	\$1,783,408

- (1) This column includes the following performance units and related dividend equivalents for the 2015 – 2017 performance period that vested on December 31, 2017: 145,669 for Mr. Akins; 41,343 for Mr. Tierney; 21,642 for Mr. Feinberg; 21,642 for Ms. Barton; and 19,562 for Ms. Hillebrand. This column also includes the following RSUs that vested on May 1, 2017: 38,095 for Mr. Akins; 10,731 for Mr. Tierney; 5,750 for Mr. Feinberg; 5,192 for Ms. Barton; and 5,102 for Ms. Hillebrand.
- (2) As is required, the value included in this column for the 2015-2017 performance units is computed by multiplying the number of units by the closing price of AEP's common stock on the vesting date of December 31, 2017 (\$73.57). However, the actual value realized from these units was based on the 20-day average closing market price of AEP common stock prior to the vesting date (\$75.448). Also as required, this column includes the value of RSUs that vested on May 1, 2017 computed by multiplying the number of units vesting by the closing price of AEP's common stock on this date, which was \$67.47 per share. However, the actual value realized from these units was based on the 20-day average closing market price of AEP common stock prior to the vesting date (\$67.64).

**2015 – 2017 Performance Units**

Performance units that were granted for the 2015 – 2017 performance period vested on December 31, 2017. The combined score for the 2015-2017 performance period was 164.8 percent of target. The final score calculation for these performance measures is shown in the chart below.

Performance Measures	Threshold Performance	Target Performance	Maximum Payout Performance	Actual Performance	Score	Weight	Weighted Score
3-Year Cumulative	\$10.184	\$10.950	\$11.717	\$11.304	146.2%	50%	73.1%

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Earnings Per Share	(30% payout)	(100% Payout)	(200% Payout)				
3-Year Total	20 <sup>th</sup>	50 <sup>th</sup>	80 <sup>th</sup>				
Shareholder Return vs.	Percentile	Percentile	Percentile	75 <sup>th</sup>			
S&P Electric Utilities	(0% Payout)	(100% Payout)	(200% Payout)	Percentile	183.3%	50%	91.7%
<b>Composite Result</b>							<b>164.8%</b>

**Table of Contents****Pension Benefits for 2017**

The following table provides information regarding the pension benefits for our named executive officers under AEP's pension plans. The material terms of the plans are described following the table.

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years Credited Service (#)</b>	<b>Present Value of Accumulated Benefit(\$)(1)</b>	<b>Payments During Last Fiscal Year(\$)</b>
Nicholas K Akins	AEP Retirement Plan	35.6	650,217	
	CSW Executive Retirement Plan	35.6	1,654,552	
Brian X. Tierney	AEP Retirement Plan	19.7	405,777	
	AEP Supplemental Benefit Plan	19.7	1,396,224	
David M. Feinberg	AEP Retirement Plan	6.7	103,015	
	AEP Supplemental Benefit Plan	6.7	294,407	
Lisa M. Barton	AEP Retirement Plan	11.1	182,695	
	AEP Supplemental Benefit Plan	11.1	291,135	
Lana L. Hillebrand	AEP Retirement Plan	22.6 (2)	532,931	
	AEP Supplemental Benefit Plan	22.6	326,724	

- (1) The Present Value of Accumulated Benefits is based on the benefit accrued under the applicable plan through December 31, 2017, and the following assumptions (which are consistent with those used in AEP's financial statements):

The named executive officer retires at normal retirement age (age 65), except for Mr. Tierney, whose benefit is calculated at age 62 because he is eligible for an unreduced annuity benefit when he reaches that age.

The named executive commences the payment of benefits (the accrued benefit) immediately upon retirement.

The value of the annuity benefit at the named executive officer's assumed retirement age is determined based upon the accrued benefit, an assumed interest rate of 3.65 percent, 3.45 percent and 3.45 percent for the benefits accrued under the AEP Retirement Plan, AEP Supplemental Benefit Plan and the CSW Executive Retirement Plan, respectively, and assumed mortality based upon modified versions of the RP-2014 mortality tables. Base mortality rates are derived from the RP-2014 table factored to 2006 with no collar adjustment for the qualified pension benefits and a white collar adjustment for non-qualified pension

benefits. Mortality improvements are projected generationally using the MP-2017 mortality projection scale with long-term improvement rates multiplied by 0.75. The value of the lump sum benefit at that assumed retirement age is determined based upon the accrued benefit, an assumed interest rate of 3.40 percent and assumed mortality based on current law IRS lump sum mortality with static mortality projections estimated to the date of retirement using mortality projection scale MP-2017. The present value of each named executive officer's benefits is determined by discounting the value of benefits described above at the assumed retirement age to each executive's current age using an assumed interest rate of 3.65 percent, 3.45 percent and 3.45 percent for the benefits accrued under the AEP Retirement Plan, AEP Supplemental Benefit Plan and CSW Executive Retirement Plan, respectively.

For the AEP Retirement Plan, the present value of the accrued benefit is weighted based on 75 percent lump sum and 25 percent annuity based on the assumption that participants elect those benefit options in that proportion. For the AEP Supplemental Benefit Plan and the CSW Executive Retirement Plan, the present value of the accrued benefits is weighted based on 100 percent lump sum.



**Table of Contents**

(2) The benefit available to Ms. Hillebrand from the AEP Retirement Plan consists of two pieces: one under the Central and South West Corporation Cash Balance Retirement Plan (the CSW Retirement Plan ) attributable to her prior period of service between December 15, 1982 and June 30, 2000 (her CSW Retirement Plan Benefit ) and one under the cash balance formula since her return on December 17, 2012. Her CSW Retirement Plan Benefit will be paid to her either as a lump sum or in one of the annuity options offered by the plan. The amount available to her as a lump sum would be the greater of (i) her CSW Retirement Plan cash balance account (\$228,531 as of December 31, 2017 ), or (ii) the lump sum value of her CSW Retirement Plan protected minimum normal retirement annuity (which had accrued during the 14.5 year period until her traditional pension formula benefit became frozen effective July 1, 1997), calculated using a factor based on then applicable interest and mortality assumptions as well as an assumed future cost of living adjustment rate of 3.00%. The payment available to her as an annuity would be based on the greater of (i) her CSW Retirement Plan protected minimum normal retirement annuity (\$3,279 per month) or (ii) the life annuity equivalent of her then CSW Retirement Plan cash balance account, calculated using a factor based on then applicable interest and mortality assumptions.

**Overview.** AEP maintains tax-qualified and nonqualified defined benefit pension plans for eligible employees. The nonqualified plans provide benefits that cannot be paid under the tax-qualified plan because of maximum limitations imposed on such plans by the Internal Revenue Code. The plans are designed to provide a retirement income to executives and their spouses, as well as a market competitive benefit opportunity as part of a market competitive total rewards package.

**AEP Retirement Plan.** The AEP Retirement Plan is a tax-qualified defined benefit pension plan under which benefits are generally determined by reference to a cash balance formula. The AEP Retirement Plan also encompasses the Central and South West Corporation Cash Balance Retirement Plan (the CSW Retirement Plan ), which was merged into the AEP Retirement Plan effective December 31, 2008. As of December 31, 2017, each of the named executive officers was vested in their AEP Retirement Plan benefit.

In addition, employees who have continuously participated in the AEP Retirement Plan (but not the CSW Retirement Plan) since December 31, 2000 ( Grandfathered AEP Participants, which includes Mr. Tierney) remain eligible for an alternate pension benefit calculated by reference to a final average pay formula. The benefits under this final average pay formula were frozen as of December 31, 2010.

**Cash Balance Formula.** Under the cash balance formula, each participant has an account established to which dollar credits are allocated each year.

1. **Company Credits.** Each year, participants' accounts are credited with an amount equal to a percentage of their salary for that year and annual incentive award for the prior year. The applicable percentage is based on the participant's age and years of service. The following table shows the applicable percentage:

Sum of Age Plus Years of Service	Applicable Percentage
Less than 30	3.0%
30-39	3.5%
40-49	4.5%
50-59	5.5%

60-69	7.0%
70 or more	8.5%

Each year, the IRS calculates a limit on the amount of eligible pay that can be used to calculate pension benefits in a qualified plan. For 2017, the limit was \$270,000.

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**Table of Contents**

2. *Interest Credits.* All amounts in the cash balance accounts earn interest at the average interest rate on 30-year Treasury securities for the month of November of the prior year, with a floor of 4 percent. For 2017, the interest rate was 4 percent.

*Final Average Pay Formula.* Grandfathered AEP Participants receive their benefits under the cash balance formula or the final average pay formula, whichever provides the higher benefit. On December 31, 2010, the final average pay benefit payable at the Grandfathered AEP Participant's normal retirement age was frozen, meaning that their final average pay formula benefit is not affected by the participant's service or compensation subsequent to this date. This frozen final average pay normal retirement benefit is based on the following calculation as of December 31, 2010: the participant's then years of service times the sum of (i) 1.1 percent of the participant's then high 36 consecutive months of base pay (High 36); plus (ii) 0.5 percent of the amount by which the participant's then High 36 exceeded the participant's applicable average Social Security covered compensation.

Grandfathered AEP Participants may become entitled to a subsidized early retirement benefit under the final average pay formula if they remain employed with AEP through age 55 with at least three years of service. The early retirement benefit payable under the final average pay formula is the unreduced normal retirement age benefit if it commences at age 62 or later. The early retirement benefit is reduced by 3 percent for each year prior to age 62 that the benefits are commenced.

**AEP Supplemental Benefit Plan.** The AEP Supplemental Benefit Plan is a nonqualified defined benefit pension plan. It generally provides eligible participants with benefits that are in excess of those provided under the AEP Retirement Plan (without regard to the provisions now included as the result of the merger of the CSW Retirement Plan into the AEP Retirement Plan) as determined upon the participant's termination of employment. These excess benefits are calculated under the terms of the AEP Retirement Plan described above with the following modifications: (i) annual incentive pay was taken into account for purposes of the frozen final average pay formula; and (ii) the limitations imposed by the Internal Revenue Code on annual compensation and annual benefits are disregarded. However, eligible pay taken into account under the cash balance formula is limited to the greater of \$1 million or two times the participant's year-end base salary.

Participants do not become vested in their AEP Supplemental Plan benefit until they become vested in their AEP Retirement Plan benefit or upon a change in control. As of December 31, 2017, each of the named executive officers was fully vested in their AEP Supplemental Benefit Plan benefit.

**CSW Executive Retirement Plan.** The CSW Executive Retirement Plan is a nonqualified defined benefit pension plan. It generally provides eligible participants with benefits that are in excess of those provided under the terms of the former CSW Retirement Plan (which was merged into the AEP Retirement Plan) as determined upon the participant's termination of employment. The excess benefits are calculated without regard to the limitations imposed by the Internal Revenue Code on annual compensation and annual benefits. As of December 31, 2017, Mr. Akins was fully vested in his CSW Executive Retirement Plan benefit.

**Table of Contents****Nonqualified Deferred Compensation for 2017**

**Overview.** AEP maintains non-qualified deferred compensation plans that allow eligible employees, including the named executive officers, to defer receipt of a portion of their base salary, annual incentive compensation and performance unit awards. The plans are unfunded. Participants have an unsecured contractual commitment from the Company to pay the amounts due under the plans from the general assets of the Company. AEP maintains the following non-qualified deferred compensation plans for eligible employees:

The American Electric Power System Supplemental Retirement Savings Plan (SRSP);

The American Electric Power System Incentive Compensation Deferral Plan (ICDP); and

The American Electric Power System Stock Ownership Requirement Plan (SORP).

The following table provides information regarding contributions, earnings and balances for our named executive officers under AEP's three non-qualified deferred compensation plans which are each further described below.

<b>Name</b>	<b>Plan Name</b>	<b>Executive Contributions in Last FY(1) (\$)</b>	<b>Registrant Contributions in Last FY(2) (\$)</b>	<b>Aggregate Earnings in Last FY(3) (\$)</b>	<b>Aggregate Withdrawals/ Distributions Last FYE(4) (\$)</b>	<b>Aggregate Balance at Last FYE(4) (\$)</b>
Nicholas K. Akins	SRSP	103,800	77,850	47,210		1,828,226
	ICDP			100,436		426,441
	SORP			1,506,576		8,076,040
Brian X. Tierney	SRSP	112,380	66,112	172,039		3,792,456
	SORP			269,096		1,442,494
David M. Feinberg	SRSP	65,476	49,107	14,528		595,507
	SORP			449,161		2,407,739
Lisa M. Barton	SRSP	55,754	41,815	20,972		551,282
	ICDP			540		28,188
	SORP			340,515		1,825,340
Lana L. Hillebrand	SRSP	58,581	43,936	11,683		483,255
	SORP	140,637		370,831		2,012,484

- (1) The amounts set forth under Executive Contributions in Last FY for the SRSP are reported in the Summary Compensation Table as either (i) Salary for 2017 or (ii) the Non-Equity Incentive Plan Compensation for 2016.
- (2) The amounts set forth under Registrant Contributions in Last FY for the SRSP are reported in the All Other Compensation column of the Summary Compensation Table.
- (3) No amounts set forth under Aggregate Earnings in Last FY have been reported in the Summary Compensation Table as there were no above market or preferential earnings credited to any named executive officer's account in any of the plans.

- (4) The amounts set forth in the *Aggregate Balance at Last FYE* column for the SRSP include the SRSP amounts reported in the *Executive Contributions in Last FY* and *Registrant Contributions in Last FY* columns. In addition, the *Aggregate Balance at Last FYE* for the SRSP includes the following amounts previously reported in the Summary Compensation Table for prior years: \$995,806 for Mr. Akins, \$1,168,506 for Mr. Tierney, \$435,000 for Mr. Feinberg, \$99,799 for Ms. Barton and \$96,946 for Ms. Hillebrand. The amounts set forth in the *Aggregate Balance at Last FYE* for the SORP include the SORP amounts reported in the *Executive Contributions in Last FY*. In addition, the *Aggregate Balance at Last FYE* for the SORP includes the following amounts previously reported in the Summary Compensation Table for prior years: \$2,670,419 for Mr. Akins, \$5,297 for Mr. Tierney, \$1,617,064 for Mr. Feinberg, and \$502,170 for Ms. Barton.

**Table of Contents**

**Supplemental Retirement Savings Plan.** This plan allows eligible participants to save on a pre-tax basis and to continue to receive Company matching contributions beyond the limits imposed by the Internal Revenue Code on qualified plans of this type.

Participants can defer up to 50 percent of their base salary and annual incentive award in excess of the IRS eligible compensation limit for qualified plans, \$270,000 for 2017, up to \$2,000,000.

The Company matches 100 percent of the participant's contributions up to 1 percent of eligible compensation and 70 percent of the participant's contributions from the next 5 percent of eligible compensation (for a total Company match of up to 4.5% of eligible compensation).

Participants may not withdraw any amount credited to their account until their termination of employment with AEP. Participants may elect a distribution of their account as a lump-sum or annual installment payments over a period of up to 10 years. Participants may delay the commencement of distributions for up to five years from the date of their termination of employment.

Participants may direct the investment of their plan account among the core investment options that are available to all employees in AEP's qualified Retirement Savings Plan and one additional option that provides interest at a rate set each December at 120 percent of the applicable federal long-term rate with monthly compounding. There were no above-market or preferential earnings with respect to the Supplemental Retirement Savings Plan's investment options in 2017.

**Incentive Compensation Deferral Plan.** This plan allows eligible employees to defer payment of up to 80 percent of vested performance units.

AEP does not offer any matching contributions.

Participants may direct the investment of their plan accounts among the core investment options that are available to all employees in AEP's qualified Retirement Savings Plan. There were no above-market or preferential earnings with respect to the Incentive Compensation Deferral Plan in 2017.

Generally, participants may not withdraw any amount credited to their account until their termination of employment with AEP. However, participants may make one withdrawal of amounts attributable to their pre-2005 contributions prior to termination of employment. The withdrawal amount would be subject to a 10 percent withdrawal penalty. Participants may elect among the same payment options for the distributions of their account value as described above for the Supplemental Retirement Savings Plan's investment options.

**Stock Ownership Requirement Plan.** This plan assists executives in achieving their minimum stock ownership requirements. It does this primarily by tracking the executive's AEP Career Shares. AEP Career Shares are a form of deferred compensation, which are unfunded and unsecured general obligations of AEP. The rate of return on AEP Career Shares is equivalent to the total return on AEP stock with dividends reinvested. Participants may not withdraw

any amount credited to their account until their termination of employment with AEP. Participants may elect among the same payment options for the distribution of the value of their AEP Career Shares as described above for the Supplemental Retirement Savings Plan.

### **Potential Payments Upon Termination of Employment or Change in Control**

The Company has entered into agreements and maintains plans that will require the Company to provide compensation to the named executive officers in the event of a termination of their employment or a change in control of the Company. Actual payments will depend on the circumstances and timing of any termination of employment or change of control. In addition, in connection with any actual termination or change in control transaction, the Company may enter into agreements or establish arrangements that provide additional or alternative benefits or amounts from those described below. The agreements and plans summarized below are complex legal documents with terms and conditions having precise meanings, which are designed to address many possible but currently hypothetical situations.

## Table of Contents

**Severance.** AEP currently provides full-time employees, including the named executive officers, with severance benefits under a general severance plan if their employment is terminated as the direct result of a restructuring or downsizing ( Severance-Eligible Employees ) and the employee releases AEP from any and all claims. These severance benefits include:

A lump sum severance payment equal to two weeks of base pay for each year of Company service, with a minimum of 8 weeks for employees with at least one year of AEP service;

Continued eligibility for medical and dental benefits at the active employee rates for 18 months or until the participant becomes eligible for coverage from another employer, whichever occurs first;

For employees who are at least age 50 with 10 years of AEP service and who do not qualify for AEP's retiree medical benefits or who will be bridged to such retiree benefit eligibility (described below), AEP also provides medical and dental benefit eligibility at rates equivalent to those provided to retirees until age 65 or until the participant becomes eligible for coverage from another employer, whichever occurs first; and

Outplacement services, the incremental cost of which may be up to \$28,000 for executive officers. Severance-Eligible Employees who have enough weeks of severance (up to one year) and vacation to cover a period that would allow them to become eligible for retiree medical benefits, which is available to those employees who are at least age 55 with at least 10 years of service ( Retirement-Eligible Employees ) are retained as employees on a paid leave of absence until they become retirement eligible. This benefit applies in lieu of severance and unused vacation payments that these employees would otherwise receive. The Company pays any remaining severance and vacation pay at the time of their retirement. This delay of an employee's termination date does not apply to the plans providing nonqualified deferred compensation, which define a participant's termination date by reference to Internal Revenue Code Section 409A.

A Severance-Eligible executive's termination entitles that executive to a pro-rata portion of any outstanding unvested performance units that the executive has held for at least six months and to the payment of a pro-rata portion of any RSUs to the extent not already vested and paid. The pro-rated performance units will not become payable until the end of the performance period and remain subject to all performance objectives.

Severance-Eligible executives may continue financial counseling and tax preparation services for one year following their termination up to a maximum annual incremental cost to the Company for 2017 of \$20,000 plus related incidental expenses of the advisor.

In addition, Ms. Hillebrand has an agreement that entitles her to a payment of one times her annual salary plus her target annual incentive opportunity if she terminates her employment because her duties are changed without her consent, provided that her termination is not a Qualifying Termination (as defined in the Company's long-term incentive awards). See Change in Control below. Payment is conditioned upon her releasing AEP from all claims, including claims for any other severance benefits.

The Company also has an Executive Severance Plan (Executive Severance Plan) that provides severance benefits to selected officers of the Company, including the named executive officers, subject to the executive's agreement to



comply with the provisions of the plan, including confidentiality, non-solicitation, cooperation and non-disparagement provisions during their employment and following termination. Executives remain eligible for benefits under the general severance plan described above; however, any benefits provided under the Executive Severance Plan will be reduced by any amounts provided under the general severance plan. Benefits under the Executive Severance Plan would be triggered by a resignation for good reason or an involuntary termination by the Company without cause (each as defined below).

**Table of Contents**

The term "cause" with respect to the Executive Severance Plan means:

- (i) Failure or refusal to perform a substantial part of the executive's assigned duties and responsibilities following notice and a reasonable opportunity to cure (if such failure is capable of cure);
- (ii) Commission of an act of willful misconduct, fraud, embezzlement or dishonesty either in connection with the executive's duties to the Company or which otherwise is injurious to the best interest or reputation of the Company;
- (iii) Repeated failure to follow specific lawful directions of the Board or any officer to whom the executive reports;
- (iv) A violation of any of the material terms and conditions of any written agreement or agreements the executive may from time to time have with the Company;
- (v) A material violation of any of the rules of conduct of behavior of the Company;
- (vi) Conviction of, or plea of guilty or nolo contendere to, (A) a felony, (B) a misdemeanor involving an act of moral turpitude, or (C) a misdemeanor committed in connection with the executive's employment with the Company which is injurious to the best interest or reputation of the Company; or
- (vii) Violation of any applicable confidentiality, non-solicitation, or non-disparagement covenants or obligations relating to the Company (including the provisions to which the executive agreed when enrolling in the plan).

An executive's termination of employment that is covered by his or her change in control agreement (described in the next section) or due to mandatory retirement, disability or death would not be considered an involuntary termination that may trigger the payment of benefits under the Executive Severance Plan.

An executive would have "good reason" for resignation under the Executive Severance Plan if there is any reduction in the executive's then current annual base salary without the executive's consent; provided, however, that a uniform percentage reduction of 10% or less in the annual base salary of all executives participating in the Executive Severance Plan who are similarly situated would not be considered good reason for resignation. Also, the Company must be given 10 days following receipt of written notice from the executive to restore the executive's base salary before his or resignation may trigger plan benefits.

If benefits under the Executive Severance Plan are triggered, the affected named executive officers would receive two times their base salary and target annual incentive payable over two years. In addition, a pro-rated portion of their outstanding unvested performance units and RSUs would vest. The pro-rated performance units will not become payable until the end of the performance period and remain subject to all performance objectives. Any severance benefits payable under the Executive Severance Plan and prorated vesting of RSUs are conditioned on the execution

of an agreement by the executive officer releasing claims against the Company and committing to a non-competition obligation.

**Change In Control.** AEP defines change in control under its change in control agreements and Long-Term Incentive Plan as:

The acquisition by any person of the beneficial ownership of securities representing more than one-third of AEP's voting stock;

A merger or consolidation of AEP with another corporation unless AEP's voting securities outstanding immediately before such merger or consolidation continue to represent at least two-thirds of the total voting power of the surviving entity outstanding immediately after such merger or consolidation; or

**Table of Contents**

Approval by the shareholders of the liquidation of AEP or the disposition of all or substantially all of the assets of AEP.

AEP has a change in control agreement with each of the named executive officers that is triggered if there is a Qualifying Termination of the named executive officer's employment. A Qualifying Termination for this purpose generally occurs when the executive's employment is terminated in connection with that change in control (i) by AEP without cause or (ii) by the named executive officer for good reason, each as defined below. Such termination must be no later than two years after the change in control. These agreements provide for:

A lump sum payment equal to 2.99 times the named executive officer's annual base salary plus target annual incentive compensation award under the annual incentive program as in effect at the time of termination; and

Outplacement services.

The term "cause" with respect to AEP's change in control agreements means:

- (i) The willful and continued failure of the executive to perform the executive's duties after a written demand for performance is delivered to the executive by the Board; or
- (ii) The willful conduct or omission by the executive, which the Board determines to be illegal; gross misconduct that is injurious to the Company; or a breach of the executive's fiduciary duty to the Company.

The term "good reason" with respect to AEP's change in control agreements means:

- (i) An adverse change in the executive's status, duties or responsibilities from that in effect immediately prior to the change in control;
- (ii) The Company's failure to pay in a timely fashion the salary or benefits to which the executive is entitled under any employment agreement in effect on the date of the change in control;
- (iii) The reduction of the executive's salary as in effect on the date of the change in control;
- (iv) Any action taken by the Company that would substantially diminish the aggregate projected value of the executive's awards or benefits under the Company's benefit plans or policies;
- (v) A failure by the Company to obtain from any successor the assent to the change in control agreement; or

(vi)

The relocation, without the executive's prior approval, of the office at which the executive is to perform services to a location that is more than fifty (50) miles from its location immediately prior to the change in control.

The Company must be given notice and an opportunity to cure any of these circumstances before they would be considered to be good reason.

All awards under the Long-Term Incentive Plan will vest upon a Qualifying Termination, which may occur coincident with or within one year after a change in control. The term Qualifying Termination with respect to long-term incentive awards generally is the same as that described for the change in control agreements, except that an executive's mandatory retirement at age 65 is explicitly excluded, and Cause is defined more broadly to encompass:

- (i) Failure or refusal to perform assigned duties and responsibilities in a competent or satisfactory manner;

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**Table of Contents**

- (ii) Commission of an act of dishonesty, including, but not limited to, misappropriation of funds or any property of AEP;
- (iii) Engagement in activities or conduct injurious to the best interest or reputation of AEP;
- (iv) Insubordination;
- (v) Violation of any material term or condition of any written agreement with AEP;
- (vi) Violation of any of AEP's rules of conduct of behavior;
- (vii) Commission of a felony, a misdemeanor involving an act of moral turpitude, or a misdemeanor committed in connection with employment at AEP which is injurious to the best interest or reputation of AEP; or
- (viii) Disclosure, dissemination, or misappropriation of confidential, proprietary, and/or trade secret information.

In addition, performance units would be deemed to have been fully earned at 100 percent of the target score upon a Qualifying Termination following a change in control. The value of each vested performance unit following a Qualifying Termination would be (1) the closing price of a share of AEP common stock on the date of the Qualifying Termination or (2) if the date of the Qualifying Termination is coincident with the change in control and if the change in control is the result of a tender offer, merger or sale of all or substantially all of the assets of AEP, the price paid per share of common stock in that transaction.

The AEP Supplemental Benefit Plan also provides that all accrued supplemental retirement benefits to the extent then unvested become fully vested upon a change in control.

**Termination Scenarios**

The following tables show the incremental compensation and benefits that would have been paid to each named executive officer who was employed by AEP on December 31, 2017 assuming the hypothetical circumstances cited in each column occurred on December 31, 2017 and calculated in accordance with the methodology required by the SEC. In connection with any actual termination or change in control, the Company may enter into agreements or establish arrangements that provide additional benefits or amounts, or may alter the terms of benefits described below.

With respect to annual incentive compensation for the completed year, the initial calculated annual incentive opportunity is shown, before any individual discretionary adjustment, which varies from the actual value paid and reported in the Summary Compensation Table.

The values shown in the change in control column are triggered only if the named executive officer's employment is terminated under the circumstances (described above under Change In Control) that trigger the payment or provision of each of the types of compensation and benefits shown.

No information is provided for terminations due to disability because it is not generally AEP's practice to terminate the employment of any employee so long as they remain eligible for AEP's long-term disability benefits. AEP successively provides sick pay and then long-term disability benefits for up to two years to employees with a disability that prevents them from returning to their job. Such disability benefits continue for employees that cannot perform any occupation for which they are reasonably qualified generally until the employee reaches age 65. Because disabled participants remain employed by the Company, they continue to vest in long-term incentive awards while they are disabled. AEP treats a participant's disability as a termination to the extent required by the regulations issued under Internal Revenue Code Section 409A, but such terminations only trigger the payment of benefits that had previously vested. Employment may be terminated due to disability

**Table of Contents**

under a separate definition of employment termination that applies to restricted stock unit awards and compensation and benefit programs that may be considered non-qualified deferred compensation under Section 409A of the Internal Revenue Code. However restricted stock unit awards allow participants terminated due to disability to continue to vest as if their employment had continued so long as they remain continuously disabled.



Table of Contents

**Potential Incremental Compensation and Benefits**  
**That Would Have Been Provided as the Result of Employment Termination**  
**as of December 31, 2017**  
**For Nicholas K. Akins**

Executive Benefits and Payments Upon Termination	Involuntary Termination Change In				
	Resignation or Retirement	Severance	for Cause	Control	Death
<b>Compensation:</b>					
Base Salary (\$1,375,000)	\$ 0	\$ 2,750,000	\$ 0	\$ 4,111,250	\$ 0
Annual Incentive for Completed Year(1)	\$ 1,641,970	\$ 1,641,970	\$ 0	\$ 1,641,970	\$ 1,641,970
Other Payment for Annual Incentives(2)	\$ 0	\$ 3,575,000	\$ 0	\$ 5,344,625	\$ 0
<b>Long-Term Incentives:(3)</b>					
2016-2018 Performance Units(4)	\$ 4,218,111	\$ 4,218,111	\$ 0	\$ 6,327,167	\$ 4,218,111
2017-2019 Performance Units(4)	\$ 2,204,206	\$ 2,204,206	\$ 0	\$ 6,612,619	\$ 2,204,206
2015 Restricted Stock Units	\$ 0	\$ 631,641	\$ 0	\$ 928,968	\$ 928,968
2016 Restricted Stock Units	\$ 0	\$ 558,652	\$ 0	\$ 1,406,070	\$ 1,406,070
2017 Restricted Stock Units	\$ 0	\$ 661,247	\$ 0	\$ 2,204,157	\$ 2,204,157
<b>Benefits:</b>					
Financial Counseling	\$ 20,000	\$ 20,000	\$ 0	\$ 20,000	\$ 20,000
Outplacement Services(5)	\$ 0	\$ 17,000	\$ 0	\$ 17,000	\$ 0
<b>Total Incremental Compensation and Benefits</b>	\$ 8,084,287	\$ 16,277,827	\$ 0	\$ 28,613,826	\$ 12,623,482

Notes for the Potential Incremental Termination Scenario tables are provided collectively following the last such table.

Table of Contents

**Potential Incremental Compensation and Benefits**  
**That Would Have Been Provided as the Result of Employment Termination**  
**as of December 31, 2017**  
**For Brian X. Tierney**

<b>Executive Benefits and Payments</b>	<b>Involuntary Termination Change In</b>				
<b>Upon Termination</b>	<b>Resignation or Retirement</b>	<b>Severance</b>	<b>for Cause</b>	<b>Control</b>	<b>Death</b>
<b>Compensation:</b>					
Base Salary (\$750,000)	\$ 0	\$ 1,500,000	\$ 0	\$ 2,242,500	\$ 0
Annual Incentive for Completed Year(1)	\$ 551,377	\$ 551,377	\$ 0	\$ 551,377	\$ 551,377
Other Payment for Annual Incentives(2)	\$ 0	\$ 1,200,000	\$ 0	\$ 1,794,000	\$ 0
<b>Long-Term Incentives:(3)</b>					
2016-2018 Performance Units(4)	\$ 0	\$ 1,189,480	\$ 0	\$ 1,784,220	\$ 1,189,480
2017-2019 Performance Units(4)	\$ 0	\$ 587,775	\$ 0	\$ 1,763,326	\$ 587,775
2015 Restricted Stock Units	\$ 0	\$ 179,269	\$ 0	\$ 263,748	\$ 263,748
2016 Restricted Stock Units	\$ 0	\$ 157,538	\$ 0	\$ 396,542	\$ 396,542
2017 Restricted Stock Units	\$ 0	\$ 176,325	\$ 0	\$ 587,751	\$ 587,751
<b>Benefits:</b>					
Financial Counseling	\$ 0	\$ 20,000	\$ 0	\$ 20,000	\$ 20,000
Outplacement Services(5)	\$ 0	\$ 17,000	\$ 0	\$ 17,000	\$ 0
<b>Total Incremental Compensation and Benefits</b>	<b>\$ 551,377</b>	<b>\$ 5,578,764</b>	<b>\$ 0</b>	<b>\$ 9,420,464</b>	<b>\$ 3,596,673</b>

Notes for the Potential Incremental Termination Scenario tables are provided collectively following the last such table.

Table of Contents

**Potential Incremental Compensation and Benefits**  
**That Would Have Been Provided as the Result of Employment Termination**  
**as of December 31, 2017**  
**For David M. Feinberg**

<b>Executive Benefits and Payments</b>	<b>Involuntary Termination</b>				
<b>Upon Termination</b>	<b>Resignation or Retirement</b>	<b>Severance</b>	<b>for Cause</b>	<b>Change In Control</b>	<b>Death</b>
<b>Compensation:</b>					
Base Salary (\$632,000)	\$ 0	\$ 1,264,000	\$ 0	\$ 1,889,680	\$ 0
Annual Incentive for Completed Year(1)	\$ 406,537	\$ 406,537	\$ 0	\$ 406,537	\$ 406,537
Other Payment for Annual Incentives(2)	\$ 0	\$ 884,800	\$ 0	\$ 1,322,776	\$ 0
<b>Long-Term Incentives:(3)</b>					
2016-2018 Performance Units(4)	\$ 0	\$ 707,351	\$ 0	\$ 1,061,027	\$ 707,351
2017-2019 Performance Units(4)	\$ 0	\$ 352,695	\$ 0	\$ 1,058,084	\$ 352,695
2015 Restricted Stock Units	\$ 0	\$ 93,852	\$ 0	\$ 138,091	\$ 138,091
2016 Restricted Stock Units	\$ 0	\$ 93,678	\$ 0	\$ 235,792	\$ 235,792
2017 Restricted Stock Units	\$ 0	\$ 105,786	\$ 0	\$ 352,621	\$ 352,621
<b>Benefits:</b>					
Financial Counseling	\$ 0	\$ 20,000	\$ 0	\$ 20,000	\$ 20,000
Outplacement Services(5)	\$ 0	\$ 17,000	\$ 0	\$ 17,000	\$ 0
<b>Total Incremental Compensation and Benefits</b>	<b>\$ 406,537</b>	<b>\$ 3,945,699</b>	<b>\$ 0</b>	<b>\$ 6,501,608</b>	<b>\$ 2,213,087</b>

Notes for the Potential Incremental Termination Scenario tables are provided collectively following the last such table.

Table of Contents

**Potential Incremental Compensation and Benefits**  
**That Would Have Been Provided as the Result of Employment Termination**  
**as of December 31, 2017**  
**For Lisa M. Barton**

Executive Benefits and Payments Upon Termination	Involuntary Termination				
	Resignation or Retirement	Severance	for Cause	Change-In- Control	Death
<b>Compensation:</b>					
Base Salary (\$550,000)	\$ 0	\$ 1,100,000	\$ 0	\$ 1,644,500	\$ 0
Annual Incentive for Completed Year(1)	\$ 353,705	\$ 353,705	\$ 0	\$ 353,705	\$ 353,705
Other Payment for Annual Incentives(2)	\$ 0	\$ 770,000	\$ 0	\$ 1,151,150	\$ 0
<b>Long-Term Incentives:(3)</b>					
2016-2018 Performance Units(4)	\$ 0	\$ 629,612	\$ 0	\$ 944,418	\$ 629,612
2017-2019 Performance Units(4)	\$ 0	\$ 352,695	\$ 0	\$ 1,058,084	\$ 352,695
2015 Restricted Stock Units	\$ 0	\$ 93,852	\$ 0	\$ 138,091	\$ 138,091
2016 Restricted Stock Units	\$ 0	\$ 83,366	\$ 0	\$ 209,895	\$ 209,895
2017 Restricted Stock Units	\$ 0	\$ 105,786	\$ 0	\$ 352,621	\$ 352,621
<b>Benefits:</b>					
Financial Counseling	\$ 0	\$ 20,000	\$ 0	\$ 20,000	\$ 20,000
Outplacement Services(5)	\$ 0	\$ 17,000	\$ 0	\$ 17,000	\$ 0
<b>Total Incremental Compensation and Benefits</b>	<b>\$ 353,705</b>	<b>\$ 3,526,016</b>	<b>\$ 0</b>	<b>\$ 5,889,464</b>	<b>\$ 2,056,619</b>

Notes for the Potential Incremental Termination Scenario tables are provided collectively following the last such table.

Table of Contents

**Potential Incremental Compensation and Benefits**  
**That Would Have Been Provided as the Result of Employment Termination**  
**as of December 31, 2017**  
**For Lana L. Hillebrand**

Executive Benefits and Payments Upon Termination	Involuntary Termination Change-In-				
	Resignation or Retirement	Severance	for Cause	Control	Death
<b>Compensation:</b>					
Base Salary (\$577,000)	\$ 0	\$ 1,154,000	\$ 0	\$ 1,725,230	\$ 0
Annual Incentive for Completed Year(1)	\$ 371,167	\$ 371,167	\$ 0	\$ 371,167	\$ 371,167
Other Payment for Annual Incentives(2)	\$ 0	\$ 807,800	\$ 0	\$ 1,207,661	\$ 0
<b>Long-Term Incentives:(3)</b>					
2016-2018 Performance Units(4)	\$ 566,587	\$ 566,587	\$ 0	\$ 849,881	\$ 566,587
2017-2019 Performance Units(4)	\$ 279,198	\$ 279,198	\$ 0	\$ 837,594	\$ 279,198
2015 Restricted Stock Units	\$ 0	\$ 84,817	\$ 0	\$ 124,848	\$ 124,848
2016 Restricted Stock Units	\$ 0	\$ 75,037	\$ 0	\$ 188,928	\$ 188,928
2017 Restricted Stock Units	\$ 0	\$ 83,737	\$ 0	\$ 279,125	\$ 279,125
<b>Benefits:</b>					
Financial Counseling	\$ 20,000	\$ 20,000	\$ 0	\$ 20,000	\$ 20,000
Outplacement Services(5)	\$ 0	\$ 17,000	\$ 0	\$ 17,000	\$ 0
<b>Total Incremental Compensation and Benefits</b>	\$ 1,236,952	\$ 3,459,343	\$ 0	\$ 5,621,434	\$ 1,829,853

- (1) Executive officers and all other employees are eligible for an annual incentive award based on their earnings for the year if they remain employed with AEP through year-end, if they die or if they incur a retirement-eligible termination. The amount shown is the calculated annual incentive opportunity, as shown in the table in Compensation Discussion and Analysis, but annual incentives for executive officers are awarded at the discretion of the HR Committee or independent members of the Board pursuant to the award determination process described in the Compensation Discussion and Analysis.
- (2) The amount shown in the Severance column is two times the target annual incentive opportunity for each of the named executive officers. The amount shown in the Change-In-Control column is 2.99 times the target annual incentive opportunity for each of the named executive officers.
- (3) The long-term incentive values shown represent the values that would be paid under such circumstances shown in each column based on the closing price of AEP common stock on December 31, 2017, which is the methodology required by the SEC. These amounts differ from the values calculated in accordance with FASB ASC Topic 718. These amounts also differ from the amounts that would actually be paid

under such circumstances for awards granted prior to 2017, which are paid in cash. The amounts for awards granted prior to 2017 would be based on the 20-day average closing market price of AEP common stock as of the end of the 2016-2018 performance period and as of the termination date for the 2015 and 2016 Restricted Stock Units. The 2017 Restricted Stock Units and the 2017-2019 performance units are paid in shares, except that the 2017-2019 performance units would be paid in cash in the event of the executive's termination of employment in connection with a change in control.

- (4) The target value of performance unit awards are shown. The actual value paid in the event of resignation or retirement, severance or death, if any, will depend on the actual performance score for the full performance period. Any payments for awards under those circumstances are not paid until the end of the three year performance period.

**Table of Contents**

In the event of a qualifying termination in connection with a change in control, awards would be paid at a target performance score as soon as administratively practical after the change in control.

- (5) Represents the maximum cost of Company-paid outplacement services, which the Company provides through an unaffiliated third party vendor.

The following table shows the value of previously earned and vested compensation and benefits as of December 31, 2017, that would have been provided to each named executive officer following a termination of his or her employment on December 31, 2017. These amounts were generally earned or vested over multiple years of service to the Company.

**Non-Incremental Post-Termination Compensation and Benefits on December 31, 2017**

Name	Long-Term Incentives		Benefits		
	Vested Performance Units (1)	AEP Career Shares (2)	Vacation Payout (3)	Post Retirement Benefits (4)	Deferred Compensation (5)
Nicholas K. Akins	\$ 10,716,868	\$ 8,076,040	\$ 39,663	\$ 2,239,040	\$ 2,254,667
Brian X. Tierney	\$ 3,041,605	\$ 1,442,494	\$ 4,327	\$ 1,362,211	\$ 3,792,456
David M. Feinberg	\$ 1,592,202	\$ 2,407,738	\$ 46,033	\$ 369,905	\$ 595,507
Lisa M. Barton	\$ 1,592,202	\$ 1,825,340	\$ 12,163	\$ 449,014	\$ 579,470
Lana L. Hillebrand	\$ 1,439,176	\$ 2,012,484	\$ 27,186	\$ 718,820	\$ 483,255

- (1) Represents the value of performance units that vested on December 31, 2017 calculated using the market value of these shares on December 31, 2017. However, the actual value realized from these performance units would be based on the 20-day average closing market price of AEP common stock on the vesting date.
- (2) Represents the value of AEP share equivalents deferred mandatorily into the AEP Stock Ownership Requirement Plan calculated using the market value of these shares on December 31, 2017.
- (3) Represents accumulated but unused vacation.
- (4) Represents the lump sum benefit calculated for the named executive officer pursuant to the terms of the AEP Retirement Plan, the AEP Supplemental Benefit Plan and the CSW Executive Retirement Plan, as applicable.
- (5) Includes balances from the Supplemental Retirement Savings Plan and the Incentive Compensation Deferral Plans, but does not include AEP Career Share balances, which are listed separately in column (2).

**Pay Ratio Disclosure**

Following is a reasonable estimate, prepared under applicable SEC rules, of the ratio of the annual total compensation of our Chief Executive Officer to the median of the annual total compensation of all of our employees (except for the CEO). We identified the median employee by first determining the 2017 total wages for each employee (except for our CEO), who were employed by us on October 31, 2017. Based on this compensation measure, we then identified the median employee from among our entire employee population. After identifying the median employee, we calculated annual total compensation for such employee using the same methodology we use for our named executive officers as set forth in the 2017 Summary Compensation Table in this proxy statement.

Mr. Akins, who was both Chairman and CEO had 2017 annual total compensation of \$11,530,461, as reflected in the Summary Compensation Table included in this Proxy Statement. The 2017 annual total compensation of our median employee (other than the CEO) was \$113,084. The median employee's total compensation includes base wages,

overtime earnings, annual incentive compensation, the change in the present value of the employee's pension benefits and the Company's matching contributions to the retirement savings plan. Based on the foregoing, our estimate of the 2017 ratio of the annual total compensation of our CEO to the median annual total compensation of all our employees (other than the CEO) was 102 to 1.



**Table of Contents**

Because the SEC rules for identifying the median of the annual total compensation of our employees and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio for our Company, as other companies have different employee populations and compensation practices and may utilize different methodologies, estimates and assumptions in calculating their pay ratios.

**Share Ownership of Directors and Executive Officers**

The following table sets forth the beneficial ownership of AEP Common Stock and stock-based units as of February 18, 2018 for all Directors, director nominees, each of the persons named in the Summary Compensation Table and all Directors and executive officers as a group.

Unless otherwise noted, each person had sole voting and investment power over the number of shares of AEP common stock set forth across from his or her name. Fractions of shares and units have been rounded to the nearest whole number.

<b>Name</b>	<b>Shares(a)</b>	<b>Stock Units(b)</b>	<b>Total</b>
N. K. Akins	56,833	109,774	166,607
D. J. Anderson	0	21,572	21,572
L. M. Barton	0	24,811	24,811
J. B. Beasley, Jr	0	10,483	10,483
R. D. Crosby, Jr.	0	44,729	44,729
D. M. Feinberg	1,760	32,727	34,487
L. A. Goodspeed	0	45,625	45,625
L. L. Hillebrand	0	27,355	27,355
T. Hoaglin	1,000	38,068	39,068
S. B. Lin	1,032	16,236	17,268
R. C. Notebaert	0	21,572	21,572
L. L. Nowell III	0	41,204	41,204
S. S. Rasmussen	0	15,625	15,625
O. G. Richard III	2,195	14,343	16,538
B. X. Tierney	10,229	19,706	29,935
S. M. Tucker	1,532	33,340	34,872
All directors, nominees and executive officers as a group (20 persons)(c)	160,906	617,592	778,498

- (a) None of the shares is pledged. This column also includes share equivalents held in the AEP Retirement Savings Plan.
- (b) This column includes amounts deferred in stock units and held under the Stock Unit Accumulation Plan for Non-Employee Directors and amounts deferred in share equivalents in the Retainer Deferral Plan for Non-Employee Directors. This column also includes amounts deferred in share equivalents held under AEP's Supplemental Retirement Savings Plan, AEP's Incentive Compensation Deferral Plan and the following numbers of AEP Career Shares: Mr. Akins, 109,774; Ms. Barton, 24,811; Mr. Feinberg, 32,727; Mr. Tierney, 19,607; Ms. Hillebrand, 27,355; and all directors and executive officers as a group,

307,029.

This column excludes RSUs that will not vest within 60 days.

- (c) As of February 18, 2018, the directors and executive officers as a group beneficially owned less than one percent of the outstanding shares of the Company's common stock.

**Table of Contents****Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires AEP's executive officers, the principal accounting officer, directors and persons who beneficially own more than 10 percent of AEP's common stock to file initial reports of ownership and reports of changes in ownership of AEP common stock with the SEC. Executive officers, the principal accounting officer and directors are required by SEC regulations to furnish AEP with copies of all reports they file. AEP believes that all of its directors, executive officers and the principal accounting officer, timely met all of their respective Section 16(a) filing requirements during 2017.

**Share Ownership of Certain Beneficial Owners**

Set forth below are the only persons or groups known to AEP as of February 24, 2018, with beneficial ownership of more than five percent of AEP common stock.

Name and Address of Beneficial Owner	AEP Shares	
	Amount of Beneficial Ownership	Percent of Class
The Vanguard Group  100 Vanguard Boulevard  Malvern, PA 19355	37,015,831(a)	7.52%
BlackRock, Inc.  55 East 52 <sup>nd</sup> Street  New York, NY 10022	33,713,494(b)	6.9%

- (a) Based on the Schedule 13G filed with the SEC, The Vanguard Group reported that it has sole power to vote 753,951 shares, shared power to vote 240,736 shares, sole dispositive power for 36,119,331 shares and shared dispositive power for 896,500 shares.
- (b) Based on the Schedule 13G filed with the SEC, BlackRock, Inc. reported that it has sole power to vote 29,666,086 shares and sole dispositive power for 33,713,494 shares.

**Shareholder Proposals and Nominations**

You may submit proposals for consideration at future stockholder meetings. For a shareholder proposal to be considered for inclusion in our proxy statement for the annual meeting next year, the Corporate Secretary must receive the written proposal at our principal executive offices no later than November 14, 2018. Such proposals also must comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials. Proposals should be addressed to:

Corporate Secretary

American Electric Power Company, Inc.

1 Riverside Plaza

Columbus, Ohio 43215

For a stockholder proposal that is not intended to be included in our proxy statement for next year's annual meeting under Rule 14a-8, the stockholder must provide the information required by our Bylaws and give timely notice to the Corporate Secretary in accordance with our Bylaws, which, in general, require that the notice be received by the Corporate Secretary:

not earlier than the close of business on December 25, 2018; and

not later than the close of business on January 24, 2019.

**Table of Contents**

If the date of the stockholder meeting is moved more than 30 days before or 70 days after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8 must be received no earlier than the close of business 120 days prior to the meeting and not later than the close of business on the later of the following two dates:

90 days prior to the meeting; and

10 days after public announcement of the meeting date.

Deadlines for the nomination of director candidates are summarized below. This summary is qualified by our Bylaws.

Our Bylaws permit stockholders to nominate directors for consideration at an annual meeting. To nominate a director for consideration at an annual meeting, a nominating stockholder must provide the information required by our Bylaws and give timely notice of the nomination to the Corporate Secretary in accordance with our Bylaws, and each nominee must meet the qualifications required by our Bylaws. To nominate a director for consideration at next year's annual meeting, in general the notice must be received by the Corporate Secretary between the close of business on December 25, 2018 and the close of business on January 24, 2019, unless the annual meeting is moved by more than 30 days before or 70 days after the anniversary of the prior year's annual meeting, in which case the deadline will be as set forth above.

In addition, our Bylaws provide that, under certain circumstances, a stockholder or group of stockholders may include in our annual meeting proxy statement director candidates that they have nominated. These proxy access provisions of our Bylaws provide, among other things, that a stockholder or group of up to twenty stockholders seeking to include director candidates in our annual meeting proxy statement must own 3% or more of our outstanding common stock continuously for at least the previous three years. The number of stockholder-nominated candidates appearing in any annual meeting proxy statement cannot exceed the greater of (x) two or (y) 20% of the number of directors then serving on the Board. If 20% is not a whole number, the maximum number of stockholder-nominated candidates would be the closest whole number below 20%. Based on the current Board size of 12 directors, the maximum number of proxy access candidates that we would be required to include in our proxy materials for an annual meeting is two. Nominees submitted under the proxy access procedures that are later withdrawn or are included in the proxy materials as Board-nominated candidates will be counted in determining whether the 20% maximum has been reached. If the number of stockholder-nominated candidates exceeds 20%, each nominating stockholder or group of stockholders may select one nominee for inclusion in our proxy materials until the maximum number is reached. The order of selection would be determined by the amount (largest to smallest) of shares of our common stock held by each nominating stockholder or group of stockholders. The nominating stockholder or group of stockholders also must deliver the information required by our Bylaws, and each nominee must meet the qualifications required by our Bylaws. Requests to include stockholder-nominated candidates in our proxy materials for next year's annual meeting must be received by the Corporate Secretary:

not earlier than the close of business on October 15, 2018; and

not later than the close of business on November 14, 2018.

If the date of the stockholder meeting is moved more than 30 days before or 70 days after the anniversary of our annual meeting for the prior year, then notice of a stockholder proposal that is not intended to be included in our proxy statement under Rule 14a-8 must be received no later than the close of business on the later of the following two dates:

120 days prior to the meeting; and

10 days after public announcement of the meeting date.

**Table of Contents**

**Solicitation Expenses**

These proxies are being solicited by our Board of Directors. The costs of this proxy solicitation will be paid by AEP. Proxies will be solicited principally by mail and the Internet, but some telephone or personal solicitations of holders of AEP common stock may be made. Any officers or employees of the AEP System who make or assist in such solicitations will receive no additional compensation for doing so. AEP will request brokers, banks and other custodians or fiduciaries holding shares in their names or in the names of nominees to forward copies of the proxy-soliciting materials to the beneficial owners of the shares held by them, and AEP will reimburse them for their expenses incurred in doing so at rates prescribed by the New York Stock Exchange. We have engaged Morrow Sodali, 470 West Ave., Stamford, Connecticut 06902, to assist us with the solicitation of proxies for an estimated fee of \$10,500, plus reasonable out-of-pocket expenses.

**Table of Contents****Exhibit A****Reconciliation of GAAP and Non-GAAP Financial Measures**

The Company reports its financial results in accordance with generally accepted accounting principles ( GAAP ). However, AEP's management believes that the Company's operating earnings provide users with additional meaningful financial information about the Company's performance. Management also uses this non-GAAP financial measure when communicating with stock analysts and investors regarding its earnings outlook and results. This non-GAAP measure is also used for purposes of determining performance-based compensation. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results prepared in accordance with GAAP.

For additional details regarding the reconciliation of GAAP and non-GAAP financial measures below, see the Company's Current Report on Form 8-K filed with the SEC on January 25, 2018.

	<b>EPS</b>
<b>GAAP Reported Earnings</b>	<b>\$ 3.89</b>
Special Items	
Mark-to-Market Impact of Commodity Hedging Activities	\$ 0.01
Gain from Competitive Generation Asset Sale	\$ (0.26)
Impairment of Certain Merchant Generation Assets	\$ 0.05
Welsh Unit 2 Disallowance	\$ 0.01
Impairment of Turk Plant	\$ 0.03
Effects of Tax Reform	\$ (0.05)
<b>Operating Earnings (non-GAAP)</b>	<b>\$ 3.68</b>



Table of Contents

1 Riverside Plaza

Columbus, OH 43215 2378

**Table of Contents**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Eastern Time, on April 24, 2018.**

**Vote by Internet**

Go to

**[www.envisionreports.com/AEP](http://www.envisionreports.com/AEP)**

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

Using a **black ink** pen, mark your votes with an **X** as shown in

this example. Please do not write outside the designated areas.

**q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q**

**A Proposals** The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3.

Directors:	For	Against	Abstain	For	Against	Abstain	For	Against	Abstain
s K. Akins				02 - David J. Anderson			03 - J. Barnie Beasley, Jr.		
D. Crosby, Jr.				05 - Linda A. Goodspeed			06 - Thomas E. Hoaglin		
Beach Lin				08 - Richard C. Notebaert			09 - Lionel L. Nowell III		
S. Rasmussen				11 - Oliver G. Richard III			12 - Sara Martinez Tucker		

**For Against Abstain**

**For Against Abstain**

2. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

3. Advisory approval of the Company's executive compensation.

**B Authorized Signatures** This section must be completed for your vote to be counted. Date and Sign Below Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

/ /

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A AND B.**



**Table of Contents**

**American Electric Power Company, Inc.**

2018 Annual Meeting of Shareholders and Admission Ticket

Tuesday April 24, 2018, at 9:00 a.m. Eastern Time

The Ohio State University Ohio Union

1739 N. High Street

Columbus, Ohio

**If you wish to attend and vote at the meeting, please bring this admission ticket and identification with you.**

**AGENDA**

**Introduction and Welcome**

**Ratification of Auditors**

**Chief Executive Officer's Report**

**Election of Directors**

**Advisory approval of the  
Company's executive  
compensation**

**Comments and Questions from  
Shareholders**

**The Ohio State University Ohio Union** is located at 1739 N. High Street, at the corner of 12<sup>th</sup> Avenue and High Street. Shareholders should park in **The Ohio Union South Garage** (1759 N. High Street), which is located immediately adjacent to the north side of The Ohio Union with access from High Street and College Road. A passenger drop-off loop is located off of the 12<sup>th</sup> Avenue entrance to The Ohio Union. You must pull a white ticket from the gate machine to enter The Ohio Union South Garage. After you park, attendants and signage will direct you toward AEP's registration and breakfast area prior to the shareholders meeting. When you arrive at AEP's registration table, please pick up a pink voucher. You must have both your white ticket and your pink voucher to exit the garage after the meeting at no cost to you.

q **IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

+

**Proxy** American Electric Power Company, Inc.

**Proxy Solicited on behalf of the Board of Directors for the Annual Meeting to be held April 24, 2018**

The shareholder signing on the reverse of this proxy card appoints Nicholas K. Akins and Brian X. Tierney, and each of them, acting by a majority if more than one be present, attorneys and proxies to the undersigned, with power of substitution, to represent the undersigned at the annual meeting of shareholders of American Electric Power Company, Inc. to be held on April 24, 2018, and at any adjournment thereof, and to vote all shares of Common Stock of the Company which the undersigned is entitled to vote on all matters coming before said meeting. If no direction is given, such shares will be voted in accordance with the recommendations of the Board of Directors and at the discretion of the proxy holders as to any other matters coming before the meeting.

**Trustee s Authorization.** The undersigned authorizes JP Morgan Chase Bank, National Association to vote all shares of Common Stock of the Company credited to the undersigned s account under the American Electric Power System retirement savings plan at the annual meeting in accordance with instructions on the reverse side.

**You are encouraged to specify your choices by marking the appropriate boxes (SEE REVERSE SIDE), but you need not mark any boxes if you wish to vote in accordance with the Board of Directors recommendations.**

r Election of Directors:

as K. Akins 02 - David J. Anderson 03 - J. Bernie Beasley, Jr. 04 - Ralph D. Crosby, Jr. 05 - Linda A. Goodspeed 06 - Thomas I  
Beach Lin 08 - Richard C. Notebaert 09 - Lionel L. Nowell III 10 - Stephen S. Rasmussen 11 - Oliver G. Richard III 12 - Sara Mar

**C Non-Voting Items**

**Change of Address** Please print new address below.

**Comments** Please print your comments below.

**IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A AND B ON THE OTHER SIDE OF THIS CARD.** +