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AMERICAN EXPRESS CO
Form S-8 POS
May 08, 2007

As filed with the Securities and Exchange Commission on May 8, 2007

Registration No. 333-98479

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

POST-EFFECTIVE AMENDMENT NO.1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERICAN EXPRESS COMPANY
(Exact name of registrant as specified in its charter)

New York	13-4922250
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(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 Vesey Street New York, NY 10285	10285
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(Address of principal executive offices)	(zip code)

1998 INCENTIVE COMPENSATION PLAN
(Full title of the plan)

LOUISE M. PARENT, ESQ.
Executive Vice President
and General Counsel
American Express Company
200 Vesey Street
New York, New York 10285
(Name and address of agent for service)

(212) 640-2000
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

On August 21, 2002, 65,000,000 of the common shares, par value \$.20 per share (the "Common Shares"), of American Express Company (the "Registrant") were registered on this Registration Statement on Form S-8 (Registration No. 333-98479) for issuance under the American Express Company 1998 Incentive

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Compensation Plan, as amended (the "1998 Plan"). On April 23, 2007, the Registrant's shareholders approved the American Express Company 2007 Incentive Compensation Plan (the "2007 Plan"). As a result of the approval of the 2007 Plan, no additional awards will be made under the 1998 Plan, and 53,000,000 of the Common Shares that were available on April 23, 2007 for new grants under the 1998 Plan are now issuable under the 2007 Plan. Pursuant to Instruction E to Form S-8 and interpretations of the Staff of the SEC's Division of Corporation Finance, 52,999,999 of the unissued Common Shares previously registered and available for issuance under the 1998 Plan as of April 23, 2007 under Registration Statement No. 333-98479 are being carried forward and deemed covered by the registration statement on Form S-8 with respect to the 2007 Plan that was filed on the date hereof. An aggregate registration fee of \$211,393 was paid in connection with the filing of Registration Statement No. 333-98479, of which \$172,366 related to the 52,999,999 Common Shares being carried forward.

PART II

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The contents of registration statement on Form S-8 (Registration No. 333-98479) are hereby incorporated by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 7th day of May, 2007.

AMERICAN EXPRESS COMPANY
(Registrant)

By /s/ Stephen P. Norman
Stephen P. Norman
Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 7, 2007.

/s/ KENNETH I. Chenault

Kenneth I. Chenault
Chairman, Chief Executive
Officer and Director

/s/ DANIEL T. HENRY

Daniel T. Henry
Executive Vice President and

/s/ JAN LESCHLY

Jan Leschly
Director

/S/ RICHARD C. LEVIN

Richard C. Levin
Director

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Acting Chief Financial Officer

/s/ JOAN C. AMBLE

Joan C. Amble
Executive Vice President
and Comptroller

/s/ DANIEL F. AKERSON

Daniel F. Akerson
Director

/s/ CHARLENE BARSHEFSKY

Charlene Barshefsky
Director

/s/ URSULA M. BURNS

Ursula M. Burns
Director

/s/ PETER CHERNIN

Peter Chernin
Director

/s/ VERNON E. JORDAN, JR.

Vernon E. Jordan, Jr.
Director

/S/ RICHARD A. MCGINN

Richard A. McGinn
Director

/s/ EDWARD D. MILLER

Edward D. Miller
Director

/S/ FRANK P. POPOFF

Frank P. Popoff
Director

/S/ STEVEN S. REINEMUND

Steven S. Reinemund
Director

/S/ ROBERT D. WALTER

Robert D. Walter
Director

/S/ RONALD A. WILLIAMS

Ronald A. Williams
Director