

AMERICAN ELECTRIC POWER CO INC
 Form 4
 May 03, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TIERNEY BRIAN X

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN ELECTRIC POWER CO INC [AEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1 RIVERSIDE PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive VP, CFO

COLUMBUS, OH 43215
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/01/2017		M		4,603 (1) \$ 67.64 (4)	4,603	D
Common Stock	05/01/2017		F		2,207 \$ 67.64 (4)	2,396	D
Common Stock	05/01/2017		D		2,396 \$ 67.64 (4)	0	D
Common Stock	05/01/2017		M		3,498 (2) \$ 67.64	3,498	D

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Common Stock	05/01/2017	F	1,677	D	<u>(4)</u> \$ 67.64	1,821	D
Common Stock	05/01/2017	D	1,821	D	<u>(4)</u> \$ 67.64	0	D
Common Stock	05/01/2017	M	<u>(3)</u> 2,630	A	<u>(4)</u> \$ 67.64	2,630	D
Common Stock	05/01/2017	F	1,261	D	<u>(4)</u> \$ 67.64	1,369	D
Common Stock	05/01/2017	D	1,369	D	<u>(4)</u> \$ 67.64	0	D

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/01/2017		M		4,603		Common Stock	4,603
Restricted Stock Units	<u>(2)</u>	05/01/2017		M		3,498		Common Stock	3,498
Restricted Stock	<u>(3)</u>	05/01/2017		M		2,630		Common Stock	2,630

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIERNEY BRIAN X 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive VP, CFO	

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Brian X. Tierney	05/03/2017
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) A portion of Mr. Tierney's restricted stock units (4,603) that were granted on 12/10/2013 vested on 5/1/2017. Upon vesting, 2,207 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
 - (2) A portion of Mr. Tierney's restricted stock units (3,498) that were granted on 2/24/2015 vested on 5/1/2017. Upon vesting, 1,677 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
 - (3) A portion of Mr. Tierney's restricted stock units (2,630) that were granted on 2/23/2016 vested on 5/1/2017. Upon vesting, 1,261 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
 - (4) Value is based on 20 day average closing price of \$67.64.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.