

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-22**
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ISSUER

AMERICAN EXPRESS CO

CIK: [4962](#) | IRS No.: [134922250](#) | State of Incorporation: [NY](#) | Fiscal Year End: [1231](#)
SIC: [6199](#) Finance services

Mailing Address
200 VESEY STREET
50TH FLOOR
NEW YORK NY 10285

Business Address
200 VESEY STREET
50TH FLOOR
NEW YORK NY 10285
2126402000

REPORTING OWNER

GILLIGAN EDWARD P

CIK: [1209444](#)
Type: [4](#) | Act: [34](#) | File No.: [001-07657](#) | Film No.: [13543218](#)

Mailing Address
AMERICAN EXPRESS
COMPANY
200 VESEY STREET
NEW YORK NY 10285

FORM 4

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

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person GILLIGAN EDWARD P			2. Issuer Name and Ticker or Trading Symbol AMERICAN EXPRESS CO [AXP]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2013					
3 WORLD FINANCIAL CENTER, 200 VESEY ST, AMERICAN EXPRESS TOWER			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street) NEW YORK, NY 10285								
(City)	(State)	(Zip)						

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/22/2013		M		100,000	A	\$16.71	314,449	D	
Common Stock	01/22/2013		S ⁽¹⁾		82,899	D	\$59.2548 ⁽²⁾	231,550	D	
Common Stock	01/22/2013		S ⁽³⁾		50,000	D	\$59.3763 ⁽⁴⁾	181,550	D	
Common Stock								1,631.47 ⁽⁵⁾	I	401(k) Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$16.71	01/22/2013		M			100,000	01/29/2010 ⁽⁶⁾	01/28/2019	Common Stock	100,000	\$ 0	185,128	D	

Explanation of Responses:

1. The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercises reported above and the sale of 50% of the net shares acquired from these exercises; Mr. Gilligan will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.19 to \$59.34. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
3. The reported disposition represents the sale of shares acquired from previous restricted stock vestings, stock option exercises and dividend reinvestment.
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.31 to \$59.44. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
5. Shares held in reporting person's account under the Company's Retirement Savings Plan. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.
6. Of the 100,000 option shares exercised, 33,782 became exercisable on 1/29/2010, and the balance became exercisable on 1/29/2011.

Signatures

/s/ Michael G. Kuchs, attorney-in-fact

** Signature of Reporting Person

01/23/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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