

Williams Anre D
Form 4
May 04, 2012

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 *
Williams Anre D

2. Issuer Name and Ticker or Trading Symbol
AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
AMERICAN EXPRESS TOWER,
200 VESEY ST., 3 WORLD
FINANCIAL CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Pres. Global Merchant Services

(Street)
NEW YORK, NY 10285

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/02/2012		M		22,848	A	\$ 43.977
							83,786
Common Stock	05/02/2012		M		30,845	A	\$ 45.768
							114,631
Common Stock	05/02/2012		M		29,700	A	\$ 51.865
							144,331
Common Stock	05/02/2012		M		30,000	A	\$ 57.77
							174,331
Common Stock	05/02/2012		M		20,000	A	\$ 58.54
							194,331

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Common Stock	05/02/2012		M	50,000	A	\$ 49.13	244,331	D	
Common Stock	05/02/2012		S ⁽¹⁾	174,974	D	\$ 61.1754 <u>(2)</u>	69,357	D	
Common Stock							9.08 ⁽³⁾	I	by 401(k) Trust

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.977	05/02/2012		M	22,848	01/26/2005 ⁽⁴⁾	01/26/2014	Common Stock	22,848
Employee Stock Option (Right to Buy)	\$ 45.768	05/02/2012		M	30,845	01/24/2006 ⁽⁴⁾	01/24/2015	Common Stock	30,845
Employee Stock Option (Right to Buy)	\$ 51.865	05/02/2012		M	29,700	01/23/2007 ⁽⁴⁾	01/23/2016	Common Stock	29,700
Employee Stock Option (Right to Buy)	\$ 57.77	05/02/2012		M	30,000	01/25/2008 ⁽⁴⁾	01/25/2017	Common Stock	30,000

Employee

Stock

Option (Right to Buy)	\$ 58.54	05/02/2012	M	20,000	07/31/2008 ⁽⁴⁾	07/31/2017	Common Stock	20,0
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Employee

Stock

Option (Right to Buy)	\$ 49.13	05/02/2012	M	50,000	01/31/2009 ⁽⁴⁾	01/31/2018	Common Stock	50,0
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Anre D AMERICAN EXPRESS TOWER, 200 VESEY ST. 3 WORLD FINANCIAL CENTER NEW YORK, NY 10285			Pres. Global Merchant Services	

Signatures

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

05/03/2012

__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).

The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock options exercises reported above and the sale of 50% of the net shares acquired from these exercises; Mr. Williams will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$61.01 to \$61.29. 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.

(2) 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.

(3) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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

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