

Buckminster Douglas E.
Form 4
January 29, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Buckminster Douglas E.

(Last) (First) (Middle)

200 VESEY STREET, AMERICAN
EXPRESS TOWER

(Street)

NEW YORK, NY 10285-5001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMERICAN EXPRESS CO [AXP]

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

10/29/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Grp Pres, Glb Consumer Svcs

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/29/2018		G	V 500 D	33,982.903 (2)	D	
Common Stock	01/26/2019		A(3)	23,505 A	\$ 100.77 57,501.744	D	
Common Stock	01/26/2019		F(4)	11,046 D	\$ 100.77 46,455.744 (5)	D	
Common Stock					32,398 (6)	I	By GRAT
Common Stock					13,450.63 (7)	I	401(k) Trust

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 55.09	01/26/2019		A ⁽⁸⁾		23,505		01/26/2019	01/26/2026	Common Stock	23,505

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Buckminster Douglas E. 200 VESEY STREET, AMERICAN EXPRESS TOWER NEW YORK, NY 10285-5001	Grp Pres, Glb Consumer Svcs

Signatures

/s/ Tangela S. Richter,
attorney-in-fact

01/29/2019

__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) The reported disposition represents a bona fide charitable gift made by the reporting person.

(2) Includes the prior transfer of 18,734 shares from the reporting person's GRAT to direct holdings.

(3) Represents shares acquired pursuant to vesting of Restricted Stock Units that were granted to the reporting person in January 2016 and have vested based on the Company's 2016-18 return on average equity performance.

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- (4) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of Restricted Stock Units.
- (5) Includes shares acquired pursuant to dividend reinvestment.
- (6) This balance reflects the prior transfer of 18,734 shares from the reporting person's GRAT to direct holdings.
- (7) 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.
- (8) The reported acquisition represents the vesting of Stock Options that were granted to the reporting person in January 2016. These options became exercisable on January 26, 2019 based on the Company's positive cumulative net income over the three year performance period.

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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