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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

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

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1998 INCENTIVE COMPENSATION PLAN  
(Full title of the plan)  
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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)  
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(212) 640-2000  
(Telephone number, including area code, of agent for service)  
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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/ JAN LESCHLY  
-----  
Jan Leschly  
Director

/s/ DANIEL T. HENRY  
-----  
Daniel T. Henry  
Executive Vice President and

/s/ RICHARD C. LEVIN  
-----  
Richard C. Levin  
Director

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Acting Chief Financial Officer

/s/ JOAN C. AMBLE

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Joan C. Amble  
Executive Vice President  
and Comptroller

/S/ RICHARD A. MCGINN

-----  
Richard A. McGinn  
Director

/s/ DANIEL F. AKERSON

-----  
Daniel F. Akerson  
Director

/s/ EDWARD D. MILLER

-----  
Edward D. Miller  
Director

/s/ CHARLENE BARSHEFSKY

-----  
Charlene Barshefsky  
Director

/S/ FRANK P. POPOFF

-----  
Frank P. Popoff  
Director

/s/ URSULA M. BURNS

-----  
Ursula M. Burns  
Director

/S/ STEVEN S. REINEMUND

-----  
Steven S. Reinemund  
Director

/s/ PETER CHERNIN

-----  
Peter Chernin  
Director

/S/ ROBERT D. WALTER

-----  
Robert D. Walter  
Director

/s/ VERNON E. JORDAN, JR.

-----  
Vernon E. Jordan, Jr.  
Director

/S/ RONALD A. WILLIAMS

-----  
Ronald A. Williams  
Director