

Williams Anre D
Form 4
May 04, 2012

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

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(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 ____ 10% Owner
☒ Officer (give title below) ____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2012		M		22,848	A	\$ 43.977	83,786	D	
Common Stock	05/02/2012		M		30,845	A	\$ 45.768	114,631	D	
Common Stock	05/02/2012		M		29,700	A	\$ 51.865	144,331	D	
Common Stock	05/02/2012		M		30,000	A	\$ 57.77	174,331	D	
Common Stock	05/02/2012		M		20,000	A	\$ 58.54	194,331	D	

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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 ⁽²⁾	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 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)	\$ 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

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

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.

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.

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.

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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