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| | N EXPRESS CO | | | | | | | |
|--|---|---|--------------------------|--|--|---|---|--|
| Form 4 | 17 | | | | | | | |
| May 03, 20 | ЛЛ | | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | 3235-0287 | |
| Check t if no lor subject Section Form 4 Form 5 obligati | nger to 16. or Filed put | MENT OF CE | IANGES IN SECUI | BENEFICIAL OV RITIES ne Securities Exchan | nge Act of 1934, | Expires: Estimated burden hou response | urs per | |
| may con <i>See</i> Inst 1(b). | ntinue. Section 17(| | • | ding Company Act t Company Act of 1 | | 1 | | |
| (Print or Type | Responses) | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> WILLIAMS RONALD A | | | ibol | d Ticker or Trading | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| | ate of Earliest T | | (Check all applicable) | | | |
| C/O AME | RICAN EXPRESS Y, 200 VESEY S | (Mo S 05/(| nth/Day/Year) 01/2017 | Tansaction | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) 4. If Amendm Filed(Month/I | | | | - | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YOF | RK, NY 10285-50 | 01 | | | Form filed by M Person | lore than One R | eporting | |
| (City) | (State) | (Zip) | Table I - Non-l | Derivative Securities A | cquired, Disposed of | , or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, any (Month/Day/Ye | Code | 4. Securities mAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price | SecuritiesFeBeneficially(IOwned(I | . Ownership orm: Direct D) or Indirect) nstr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Reminder: Re | port on a separate line | e for each class of | f securities bene | information cont required to respo | or indirectly. spond to the collect ained in this form a ond unless the forn ntly valid OMB cont | are not n | SEC 1474 (9-02) | |

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8 | 3) | Acquired (A) Disposed of (I (Instr. 3, 4, an | D) | | | | |
|------------------------------|------------------------------------|------------|------------------|--------------|----|--|-----|---------------------|--------------------|-----------------|--------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount o Number o Shares |
| Share Equivalent Units | <u>(1)</u> | 05/01/2017 | | A <u>(2)</u> | | 2,108.626 | | (3) | (3) | Common Stock | 2,108.6 |

Reporting Owners

| | Relationships | | | | | | |
|--|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| WILLIAMS RONALD A C/O AMERICAN EXPRESS COMPANY 200 VESEY STREET NEW YORK, NY 10285-5001 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Carol V. Schwartz, attorney-in-fact | 05/03/201 | 7 | | | | | |
| **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) Each Share Equivalent Unit reflects the value of one common share.
- (2) The reported Share Equivalent Units were awarded pursuant to the Company's 2003 Share Equivalent Unit Plan for Directors and will be settled in cash following termination of service as a Director.
- (3) The Share Equivalent Units are convertible immediately and have no expiration date.
- (4) Includes Share Equivalent Units acquired pursuant to a dividend reinvestment feature of the Directors' Deferred Compensation Plan and/or the 2003 Share Equivalent Unit Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.