

AMERICAN ELECTRIC POWER CO INC
 Form 4
 May 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Zebula Charles E

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN ELECTRIC POWER CO INC [AEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1 RIVERSIDE PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2017

____ Director ____ 10% Owner
 Officer (give title below) ____ Other (specify below)
 Executive Vice President

COLUMBUS, OH 43215
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/01/2017		M		\$ 1,995 (1) (5)	D	
Common Stock	05/01/2017		F		\$ 956 (5)	D	
Common Stock	05/01/2017		D		\$ 1,039 (5)	D	
Common Stock	05/01/2017		M		\$ 1,643 (2) (5)	D	

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Common Stock	05/01/2017	F	787	D	<u>(5)</u> \$ 67.64	856	D
Common Stock	05/01/2017	D	856	D	<u>(5)</u> \$ 67.64	0	D
Common Stock	05/01/2017	M	<u>(3)</u> 3,716	A	<u>(5)</u> \$ 64.77	3,716	D
Common Stock	05/01/2017	F	1,782	D	<u>(5)</u> \$ 67.64	1,934	D
Common Stock	05/01/2017	D	1,934	D	<u>(5)</u> \$ 67.64	0	D
Common Stock	05/01/2017	M	<u>(4)</u> 1,194	A	<u>(5)</u> \$ 67.64	1,194	D
Common Stock	05/01/2017	F	572	D	<u>(5)</u> \$ 67.64	622	D
Common Stock	05/01/2017	D	622	D	<u>(5)</u> \$ 67.64	0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Restricted Stock Units	(1)	05/01/2017	M	1,995	05/01/2017	05/01/2017	Common Stock	1,995	
Restricted Stock Units	(2)	05/01/2017	M	1,643	05/01/2017	05/01/2017	Common Stock	1,643	
Restricted Stock Units	(3)	05/01/2017	M	3,716	05/01/2017	05/01/2017	Common Stock	3,716	
Restricted Stock Units	(4)	05/01/2017	M	1,194	05/01/2017	05/01/2017	Common Stock	1,194	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zebula Charles E 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive Vice President	

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Charles E. Zebula

05/03/2017

__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) A portion of Mr. Zebula's restricted stock units (1,995) that were granted on 12/10/2013 vested on 5/1/2017. Upon vesting, 956 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (2) A portion of Mr. Zebula's restricted stock units (1,643) that were granted on 2/24/2015 vested on 5/1/2017. Upon vesting, 787 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
A portion of Mr. Zebula's restricted stock units (3,716) that were granted on 12/07/2015 vested on 5/1/2017. Upon vesting, 1,782
- (3) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) A portion of Mr. Zebula's restricted stock units (1,194) that were granted on 2/23/2016 vested on 5/1/2017. Upon vesting, 572 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (5) Value is based on 20 day average closing price of \$67.64.

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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