AMERICAN EXPRESS CO

Form 4

February 11, 2005

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

| (Print or Type | Responses) | | | | | | | | |
|----------------|-----------------------------------|--------------------------------|--------------------------------------|-------------------------|--|---|-----------|--|--|
| 1. Name and A | Symbol | | Ticker or Trading PRESS CO [AXP] | Issuer | | | | | |
| (Last) | (First) (M | iddle) 3. Date of | dle) 3. Date of Earliest Transaction | | | (Check all applicable) | | | |
| ` , | (Month/D | ay/Year) | | _X_ Director Officer (g | 10 | % Owner | | | |
| | REW W. MELLON TION, 140 EAST 6 | 11,11,2 | JU 4 | | below) | below) | | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | Filed(Mon | th/Day/Year |) | _X_ Form filed l | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YOR | | | | Form filed b | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | Zip) Table | e I - Non-D | erivative Securities A | cquired, Disposed | d of, or Beneficia | ally Owne | | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Natur | | |
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | Securities | Form: Direct | Indirect | | |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Benefici | | |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownersh | | |

| . • | Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficiciany 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | (A) or | | Reported Transaction(s) | | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | |
| Common Shares | 11/11/2004 | 11/11/2004 | G | 2,600 | D | \$0 | 29,510 | D | | |
| Common Shares | 11/11/2004 | 11/11/2004 | G | 400 | D | \$ 0 | 29,110 | D | | |
| Common Shares | 11/11/2004 | 11/11/2004 | G | 2,600 | A | \$ 0 | 9,420 | I | by spouse | |
| Common Shares | | | | | | | 3,420 | I | by trust (1) | |
| Common Shares | | | | | | | 4,300 | I | co-trustee | |

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|--------------|---------------------|--------------------|------------|------------|---------------|-----------------|---------|------------------------|-------------|---|
| Derivativ | e Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration Da | ate | Amou | nt of | Derivative | J |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | , |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) |] |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| | Security | | | | Acquired | | | | | | J |
| | | | | | (A) or | | | | | | J |
| | | | | | Disposed | | | | | | - |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | | | or | | |
| | | | | | | | Expiration Date | Title | | | |
| | | | | | | | | | | | |
| | | | | Code V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | * | Title | Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BOWEN WILLIAM G THE ANDREW W. MELLON FOUNDATION 140 EAST 62ND STREET NEW YORK, NY 10021



Signatures

William G. 02/11/2005

**Signature of Date
Reporting Person

pecuniary interest therein.

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).
- On January 30, 2004, the reporting person contributed these shares of common stock to a charitable remainder trust of which the reporting person is a trustee and of which the reporting person and his wife are beneficiaries. The reporting person continues to report beneficial ownership of all of the AXP common stock held by the trust but disclaims beneficial ownership except to the extent of his and his wife's

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.

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