#### AMERICAN EXPRESS CO

Form 4 July 03, 2007

# FORM 4

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

**OMB** Number:

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Expires:

**OMB APPROVAL** 

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* JORDAN VERNON E JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

AMERICAN EXPRESS CO [AXP]

3. Date of Earliest Transaction

(Check all applicable)

LAZARD FRERES AND CO.

(First)

(Middle)

(Month/Day/Year) 06/29/2007

X\_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

LLC, 30 ROCKEFELLER PLAZA, 62ND FLOOR

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10020

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. (Month/Day/Year) Execution Date, if

Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

7. Title and Amount of 8. P 1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Underlying Securities Conversion

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Sect (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units	<u>(1)</u>	06/29/2007		A		181.1 (2)		<u>(3)</u>	(3)	Common Stock	181.1	\$ 6

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JORDAN VERNON E JR LAZARD FRERES AND CO. LLC 30 ROCKEFELLER PLAZA, 62ND FLOOR NEW YORK, NY 10020

 $\mathbf{X}$ 

### **Signatures**

/s/ Stephen P. Norman, attorney-in-fact

07/03/2007

Date

\*\*Signature of Reporting Person

### **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) The Share Equivalent Units convert into common stock on a one-for-one basis.
- (2) The reported Share Equivalent Units were acquired pursuant to the Company?s Deferred Compensation Plan for Directors and Advisors 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 Company?s Deferred Compensation Plan for Directors and Advisors 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.

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