### AMERICAN EXPRESS CO

Form 5

February 14, 2008

#### **OMB APPROVAL** FORM 5

#### **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer CHENAULT KENNETH I Symbol AMERICAN EXPRESS CO [AXP] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) \_X\_ Director 10% Owner \_X\_\_ Officer (give title 12/31/2007 Other (specify below) below) 3 WORLD FINANCIAL Chief Executive Officer CENTER, 200 VESEY ST, AMERICAN EXPRESS TOWER (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) NEW YORK, NYÂ 10285 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

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

Persons who respond to the collection of information **SEC 2270** contained in this form are not 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)

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.          | 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Pr |
|-------------|------------|---------------------|--------------------|-------------|-----------|-------------------------|------------------------|-------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transaction | of        | Expiration Date         | Underlying Securities  | Deriv |

(9-02)

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| Security (Instr. 3) | or Exercise any Code Price of (Month/Day/Year) (Instr. 8) Derivative Security | Code<br>(Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |                     | (Instr. 3 and 4)   |       | Secur<br>(Instr                        |     |      |
|---------------------|---|--------------------|---|------------------|---------------------|--------------------|-------|--|-----|------|
|                     |   |                    |   | (A) (D)          | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |     |      |
| Phantom<br>Stock    | \$ 0 <u>(1)</u>   | 01/23/2007(2)      | Â   | J <u>(2)</u>     | 119 Â               | (3)                | (3)   | Common                                 | 119 | \$ ( |

# **Reporting Owners**

| Reporting Owner Name / Address   |          | Relationships |                         |       |  |  |  |
|--|----------|---------------|-------------------------|-------|--|--|--|
| •  | Director | 10% Owner     | Officer                 | Other |  |  |  |
| CHENAULT KENNETH I<br>3 WORLD FINANCIAL CENTER<br>200 VESEY ST, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285 | ÂX       | Â             | Chief Executive Officer | Â     |  |  |  |

# **Signatures**

Units

/s/ Stephen P. Norman, attorney-in-fact 02/14/2008

\*\*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) The phantom stock converts into common stock on a one-for-one basis.
- (2) The reported phantom stock units were acquired under the Company's Supplemental Retirement Plan on 1/23/2007, 4/25/2007, and 7/25/2007, at prices of \$57.54, \$62.32, and \$61.73 per share, respectively.
- (3) The units are to be settled following the reporting person's retirement or other termination of service.
- (4) Includes phantom stock units acquired pursuant to a dividend reinvestment feature of the Company's Supplemental Retirement Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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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