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AMERICA	N EXPRESS CO											
Form 4	1 1											
May 02, 2011 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Munited States 3 STATEMENT OF Filed pursuant to Section 17(a) of the P 30(h) c				ashingto NGES II SECU 16(a) of t Jtility Ho	n, D.C. 20 N BENEF RITIES the Securit	RSHIP OF .ct of 1934,	OMB AP OMB Number: Expires: Estimated av burden hours response					
1(b).												
(Print or Type	Responses)											
GILLIGAN EDWARD P Syr					nd Ticker or XPRESS (Iss	5. Relationship of Reporting Person(s) to Issuer				
				$(\mathbf{T} / \mathbf{\Delta} \mathbf{O} / \mathbf{\Delta} \mathbf{O} + \mathbf{I})$					(Check all applicable) Director 10% Owner _X Officer (give title Other (specify below) Vice Chairman			
Filed(N				endment, l onth/Day/Ye	Date Origina ear)	l	Ap _X	 Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
NEW YOR	RK, NY 10285							rson		8		
(City)	(State)	(Zip)	Tab	ole I - Non	-Derivative	Securi	ities Acquire	ed, Disposed of,	or Beneficially	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, is any (Month/Day/Year)		Date, if	Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	OwnershipIrForm:BDirect (D)Oor Indirect(I(I)(Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	04/28/2011			М	205,632	А	\$ 31.941	444,134	D			
Common Stock	04/28/2011			S <u>(1)</u>	186,326	D	\$ 47.8396 (2)	257,808	D			
Common Stock								1,600	Ι	401(k) Trust		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 31.941	04/28/2011		М		205,632	01/28/2003 <u>(3)</u>	01/28/2012	Common Stock	205

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
GILLIGAN EDWARD P 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS 7 NEW YORK, NY 10285	FOWER			Vice Chairman			
Signatures							
/s/ Michael G. Kuchs, attorney-in-fact	05/02/201	.1					
<u>**</u> 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).
- Of the 205,632 shares acquired pursuant to the employee stock option exercise reported above, approximately 167,020 shares
 (1) were sold to cover the cost of exercise and withholding taxes. Mr. Gilligan retained 50% of the net shares acquired from this option exercise.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.78 to \$47.91. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.

(3) These options became exercisable in three equal annual installments beginning on the date shown as "Date Exercisable."

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

(2)

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