

AMERICAN ELECTRIC POWER CO INC

Form 4

May 05, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
McCullough Mark C

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)

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

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

Executive Vice President

AMERICAN ELECTRIC POWER, 1 RIVERSIDE PLAZA

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

COLUMBUS, OH 43215

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V Amount		
Common Stock	05/01/2015		F	784 ⁽¹⁾	D \$ 57.03 ₍₄₎	816	D
Common Stock	05/01/2015		M	1,029 ₍₂₎	A \$ 56.59 ₍₅₎	1,845	D
Common Stock	05/01/2015		F	503	D \$ 56.59 ₍₅₎	1,342	D
Common Stock	05/01/2015		D	526	D \$ 56.59 ₍₅₎	816	D
Common Stock	05/01/2015		M	1,012 ₍₃₎	A \$ 56.59 ₍₅₎	1,828	D

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Common Stock	05/01/2015	F	495	D	\$ 56.59 (5)	1,333	D
Common Stock	05/01/2015	D	517	D	\$ 56.59 (5)	816	D
Common Stock	05/04/2015	S	816	D	\$ 57.446	0	D

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

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SEC 1474
(9-02)

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)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	05/01/2015		M		1,029		05/01/2015	05/01/2015	Common Stock	1,029
Restricted Stock Units	(3)	05/01/2015		M		1,012		05/01/2015	05/01/2015	Common Stock	1,012

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Mark C AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive Vice President	

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C.
McCullough

05/05/2015

__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. McCullough's restricted stock units (1,600) that were granted on 1/25/2012 vested on 5/1/2015. Upon vesting, 784 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. McCullough's restricted stock units (1,029) that were granted on 2/26/2013 vested on 5/1/2015. Upon vesting, 503 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (3) A portion of Mr. McCullough's restricted stock units (1,012) that were granted on 12/10/2013 vested on 5/1/2015. Upon vesting, 495 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) Value is based on share price of \$57.03 which was the closing price of the stock.
- (5) Value is based on 20 day average closing price of \$56.59.

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.