

AMERICAN EXPRESS CO

Form 4

January 27, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cox L Kevin

(Last) (First) (Middle)

200 VESEY STREET, AMERICAN
EXPRESS TOWER

(Street)

NEW YORK, NY 10285-5001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMERICAN EXPRESS CO [AXP]

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

01/25/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock	01/25/2017		M	45,940 A	\$ 49.13	54,954	D
Common Stock	01/25/2017		S ⁽¹⁾	41,832 D	\$ 78.01 ⁽²⁾	13,122	D
Common Stock	01/25/2017		M	37,300 A	\$ 38.1	50,422	D
Common Stock	01/25/2017		S ⁽¹⁾	32,687 D	\$ 78.01 ⁽²⁾	17,735	D
	01/25/2017		S	2,487 D	\$ 78	8,264	I

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Common Stock				By GRAT II
Common Stock	52.63 ⁽³⁾	I		by 401(k) Trust

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 49.13	01/25/2017		M		45,940		01/31/2011 ⁽⁴⁾	01/30/2018	Common Stock	45,940
Employee Stock Option (Right to Buy)	\$ 38.1	01/25/2017		M		37,300		01/26/2012 ⁽⁵⁾	01/26/2020	Common Stock	37,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cox L Kevin 200 VESEY STREET, AMERICAN EXPRESS TOWER NEW YORK, NY 10285-5001	Chief Human Resources Officer

Signatures

/s/ Carol V. Schwartz,
attorney-in-fact

01/27/2017

__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 reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercise reported above and the sale of 50% of the net shares acquired from this exercise; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$78.00 to \$78.02. 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) Shares held in reporting person's account under the Company's Retirement Savings Plan. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.

(4) 14,690 of the options exercised became exercisable on 1/31/2011; the balance became exercisable on 1/31/2012.

(5) 21,126 of the options exercised became exercisable on 1/26/2012; the balance became exercisable on 1/26/2013.

Remarks:

The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person

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

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