AMERICAN ELECTRIC POWER CO INC Form 35-CERT July 17, 2002

> UNITED STATES OF AMERICA before the SECURITIES AND EXCHANGE COMMISSION In the Matter of AMERICAN ELECTRIC POWER COMPANY, INC. Columbus, Ohio 43215 (70-5943) PUBLIC UTILITY HOLDING COMPANY ACT OF 1935

THIS IS TO CERTIFY that, in accordance with the terms and conditions of and for the purposes represented by the declaration, as amended, of American Electric Power Company, Inc. (the "Company") in the above-captioned file and the orders of the Securities and Exchange Commission with respect thereto (HCAR No. 19879, dated February 8, 1977; HCAR No. 19992, dated April 19, 1977; HCAR No. 20111, dated October 14, 1977; HCAR No. 20506, dated April 19, 1978; HCAR No. 20979, dated March 29, 1979; HCAR No. 21180, dated August 8, 1979; HCAR No. 21544, dated May 1, 1980; HCAR No. 22113, dated June 30, 1981; HCAR No. 22539, dated June 15, 1982; HCAR No. 22989, dated June 29, 1983; HCAR No. 23353, dated June 29, 1984; HCAR No. 23538, dated December 19, 1984; HCAR No. 23754, dated October 1, 1985; HCAR No. 23980, dated January 3, 1986; HCAR No. 24534, dated December 18, 1987; HCAR No. 25233, dated December 27, 1990; HCAR No. 25936, dated December 1, 1993; HCAR No. 26516 dated May 10, 1996; HCAR No. 26553, dated August 13, 1996; HCAR No. 27186, dated June 14, 2000 in file 70-9381; and HCAR No. 27258, dated December 19, 2000) during the period from October 1, 2001, through December 31, 2001, the Company issued a total of -0- shares of its Common Stock, \$6.50 par value ("Common Stock"), to Stanley & Co. [a nominee of EquiServe Trust Company, N.A. ("EquiServe")], at a total purchase price of \$-0-, for the accounts of participants in the Company's Dividend Reinvestment and Direct Stock Purchase Plan (the "Plan"). During such period, EquiServe, as Agent under the Plan, purchased on the open market for the accounts of participants a total of 424,261 shares of the Company's Common Stock, at a total purchase price of \$17,959,448.00. These transactions are set forth in more detail in the attached Schedule I, incorporated herein by reference.

AMERICAN ELECTRIC POWER COMPANY, INC.

By: /s/ A. A. Pena

Treasurer

Dated: July 17, 2002

SCHEDULE I to CERTIFICATE OF NOTIFICATION (#70-5943) of AMERICAN ELECTRIC POWER COMPANY, INC. For the Period October 1 - December 31, 2001

TRANSACTIONS THIS PERIOD:

	- ORIGINAL IS	SSUE SHARES -			
	SHARES	PRICE	TOTAL		
PERIOD	ISSUED	PER SHARE	PURCHASE PRICE		
TOTAL O/I PURCHASE	-0-		\$-0-		
	– OPEN MARKET PURCHASES –				
	SHARES	AVERAGE PRICE	TOTAL		
DATE	PURCHASED	PER SHARE	PURCHASE PRICE		
10/02/2001	7,440	44.407	\$ 330,388.41		
10/09/2001	3,224	44.854	144,609.30		
10/16/2001	12,989	44,450	577,361.05		
10/23/2001	5,834	43.178	251,900.45		
10/30/2001	8,637	42.065	363,315.41		
11/06/2001	8,104	43.535	352,807.64		
11/13/2001	3,621	44.050	159,505.05		
11/20/2001	9,138	42.564	388,949.83		
11/27/2001	5,194	42.466	220,568.40		
12/04/2001	7,534	41.925	315,854.48		
12/05/2001	40,000	42,691	1,707,640.00		
12/06/2001	40,000	41.953	1,678,120.00		
12/07/2001	40,000	42.560	1,702,400.00		
12/10/2001	50,000	42,250	2,112,500.00		
12/10/2001	25,000	42.280	1,057,000.00		
12/11/2001	44,000	42.226	1,857,944.00		
12/11/2001	9,115	42.046	383,249.29		
12/12/2001	50,000	41.150	2,057,500.00		
12/13/2001	20,932	42.227	883,895.56		
12/13/2001	17,964	42.227	758,565.83		
12/18/2001	8,887	41.488	368,703.86		
12/26/2001	6,648	43.121	286,669.44		
TOTAL					
O/M PURCHASE	424,261		\$17,959,448.00		
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- TOTAL ACTIVITY THIS PERIOD -

	SHARES	TOTAL
	PURCHASED	PURCHASE PRICE
O/I Shares	-0-	\$ -0-
O/M Purchases	424,261	\$17,959,448.00
TOTAL ACTIVITY	424,261	\$17,959,448.00
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PAGE TWO SCHEDULE I to CERTIFICATE OF NOTIFICATION (#70-5943) of AMERICAN ELECTRIC POWER COMPANY, INC. For the Period October 1 - December 31, 2001

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CUMULATIVE SUMMARY OF TRANSACTIONS:

- ORIGINAL ISSUE SHARES -

	SHARES ISSUED	TOTAL PURCHASE PRICE
Totals from last report Transactions this period	47,773,594 -0- 	\$1,008,340,148.37 \$ -0-
Total Original Issue Shares	47,773,594	\$1,008,340,148.37

- OPEN MARKET PURCHASES -

	SHARES ISSUED	TOTAL PURCHASE PRICE
Totals from last report Transactions this period	23,249,436 424,261	\$733,023,136.80 \$ 17,959,448.00
Total Open Market Shares	23,673,697 =======	\$750,982,584.80