

BROOKS E R  
Form 5/A  
February 04, 2003

**FORM 5**

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

OMB APPROVAL

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Brooks, E. R.</b> (Last) (First) (Middle) <b>3919 Crescent Drive</b> <b>DeCordova Bend Estates</b>  (Street) <b>Granbury, TX 76049</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>American Electric Power Company, Inc. (AEP)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>12/31/02</b>			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
1. Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/Day/ Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/30/02		G	600	D	N/A	20,845 <sup>(1)</sup>	D	
Common Stock							47,669 <sup>(2)</sup>	I	401(k) Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative	10. Ownership	11. Nature of Indirect Beneficial
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or in writing by the undersigned to such attorneys-in-fact. The undersigned acknowledges that the attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming AEP assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Act of 1934 or Section 17 of the Public Utility Holding Company Act of 1935.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution at any time, of other powers of attorney by the undersigned in favor of persons other than those

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities by AEP, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this January, 2003.

/s/ E. R. BROOKS  
E. R. BROOKS