#### AMERICAN EXPRESS CO

Form 4

November 08, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** KELLY ALFRED F JR			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			AMERICAN EXPRESS CO [AXP]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
AMERICAN :	<b>EXPRESS</b>	TOWER, 3	11/07/2005	X Officer (give title Other (specify		
WFC, 200 VESEY STREET			1101/2000	below) below) Member, Global Leadership Team		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK,	NY 1028	5		Form filed by More than One Reporting Person		

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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	Table 1 - Non-Delivative Securities Acquired, Disposed of, of Deficiencially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			C = V		(A) or	D.	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	11/07/2005		Code V M	Amount 7,443	(D)	Price \$ 41.124	278,420	D		
Common Stock	11/07/2005		M	16,937	A	\$ 41.124	295,357	D		
Common Stock	11/07/2005		M	28,634	A	\$ 41.124	323,991	D		
Common Stock	11/07/2005		S	214	D	\$ 49.83	323,777	D		
Common Stock	11/07/2005		S	14,800	D	\$ 49.79	308,977	D		

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Common Stock	11/07/2005	S	1,400	D	\$ 49.78	307,577	D	
Common Stock	11/07/2005	S	1,300	D	\$ 49.77	306,277	D	
Common Stock	11/07/2005	S	35,200	D	\$ 49.74	271,077	D	
Common Stock	11/07/2005	S	100	D	\$ 49.76	270,977 (1)	D	
Common Stock						4,535.66 <u>(2)</u>	I	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)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

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. Transactic Code (Instr. 8)	onDerivative		6. Date Exercise Expiration Date (Month/Day/Y	te	7. Title and Amount of 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)	\$ 41.124	11/07/2005		M		7,443	03/19/2004	02/25/2006	Common Stock	7,443
Employee Stock Option (Right to Buy)	\$ 41.124	11/07/2005		M		16,937	03/19/2004	02/23/2007	Common Stock	16,937
Employee Stock Option (Right to Buy)	\$ 41.124	11/07/2005		M		28,634	03/19/2004	02/22/2008	Common Stock	28,634

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
. 9	Director	10% Owner	Officer	Other				
KELLY ALFRED F JR			Member,					
AMERICAN EXPRESS TOWER, 3 WFC			Global					
200 VESEY STREET			Leadership					

Team

## **Signatures**

/s/ Stephen P. Norman, attorney-in-fact

NEW YORK, NY 10285

11/08/2005

\*\*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).
- This amount reflects anti-dilution adjustments to the reporting person's outstanding Restricted Stock Awards as a result of the issuer's spin-off of Ameriprise Financial, Inc. on September 30, 2005.
- Shares held in reporting person's account under the Company's Incentive 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.

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.

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