

AMERICAN EXPRESS CO
Form 3/A
February 14, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Squeri Stephen J</p> <p>(Last) (First) (Middle)</p> <p>3 WORLD FINANCIAL CENTER,Â 200 VESEY ST, AMERICAN EXPRESS TOWER</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10285</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/02/2005</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMERICAN EXPRESS CO [AXP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, Chief Information Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/11/2005</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	63,779	D	Â
Common Stock	4,271	I	401(k) Trust ⁽³⁾

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy)	11/18/2001	02/25/2006	Common Stock	7,973	\$ 43.755	D	Â
Employee Stock Option (Right to Buy)	02/23/2003	02/22/2008	Common Stock	23,800	\$ 29.302	D	Â
Employee Stock Option (Right to Buy)	01/27/2004	01/26/2013	Common Stock	63,000	\$ 33.403	D	Â
Employee Stock Option (Right to Buy)	01/28/2003	01/27/2012	Common Stock	70,000	\$ 36.49	D	Â
Employee Stock Option (Right to Buy)	08/19/2004	02/22/2008	Common Stock	5,209	\$ 53.565	D	Â
Employee Stock Option (Right to Buy)	08/19/2004	02/23/2007	Common Stock	689	\$ 53.565	D	Â
Employee Stock Option (Right to Buy)	02/22/2001	02/21/2009	Common Stock	21,000	\$ 35.292	D	Â
Employee Stock Option (Right to Buy)	01/26/2005	01/25/2014	Common Stock	66,000	\$ 50.24	D	Â
Employee Stock Option (Right to Buy)	02/26/2003	02/25/2011	Common Stock	65,000	\$ 44.465	D	Â
Employee Stock Option (Right to Buy)	02/23/2000	02/22/2008	Common Stock	9,100	\$ 29.302	D	Â
Employee Stock Option (Right to Buy)	01/24/2006	01/23/2015	Common Stock	83,000	\$ 52.285	D	Â
Employee Stock Option (Right to Buy)	02/28/2002	02/27/2010	Common Stock	24,000	\$ 43.667	D	Â
Employee Stock Option (Right to Buy)	07/24/2002	07/23/2010	Common Stock	12,000	\$ 57.969	D	Â
Employee Stock Option (Right to Buy)	03/29/2005	02/22/2008	Common Stock	16,481	\$ 51.065	D	Â
Employee Stock Option (Right to Buy)	08/19/2004	07/27/2007	Common Stock	2,011	\$ 53.565	D	Â
Employee Stock Option (Right to Buy)	12/26/2003	02/23/2007	Common Stock	7,420	\$ 42.42	D	Â
Phantom Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	345	\$ 0 <u>(1)</u>	D <u>(3)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Squeri Stephen J 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285	^	^	^ EVP, Chief Information Officer	^

Signatures

/s/ Stephen P. Norman, attorney-in-fact 02/14/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 phantom stock converts into common stock on a one-for-one basis.
- (2) The units are to be settled following the reporting person's retirement or other termination of service.
- (3) This filing has been amended to show the reporting person's holdings in employee benefit plans that were omitted from the original filing.

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.