BURNS URSULA M

Form 4 May 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

0.5

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response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** BURNS URSULA M		Person * 2. Issue Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First) (M		ICAN EXPRESS CO [AXP]	(Check all applicable)			
(Last)	(FIISt) (IV	, 5.24.0	of Earliest Transaction				
WEDOW GO			Day/Year)	X_ Director 10% Owner Officer (give title Other (specify			
	DRPORATION, 7	0 05/01/2	2006	below) below)			
LINDEN O	AKS DRIVE						
	(Street)	4. If Am	endment, Date Original	6. Individual or Joint/Group Filing(Check			
		Filed(Mo	onth/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
ROCHESTI	ER, NY 14625			Form filed by More than One Reporting Person			
				i Cison			
(City)	(State)	(Zip) Tab	ole I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned			
1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired	5. Amount of 6. Ownership 7. Nature of			
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D) Securities Form: Direct Indirect			
(Instr. 3)		any	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial			
		(Month/Day/Year)	(Instr. 8)	Owned Indirect (I) Ownership			
				Following (Instr. 4) (Instr. 4)			
			(A)	Reported			
			or	Transaction(s) (Instr. 3 and 4)			
			Code V Amount (D) Price	(1115u. 5 aliu 4)			
Common	05/01/2006		P 2,000 A \$	_z 8,000 D			
Stock	05/01/2000		1 2,000 A 52.2	5 0,000			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

53.25

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

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date Exercisable	Expiration Date	Title Num of	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
BURNS URSULA M XEROX CORPORATION 70 LINDEN OAKS DRIVE ROCHESTER, NY 14625	X					

Signatures

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

05/02/2006

**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).

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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