Squeri Stephen J Form 4 January 24, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

STATEMENT OF CHANGES IN 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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * Squeri Stephen J

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

3 WORLD FINANCIAL CENTER, 200 VESEY ST. AMERICAN EXPRESS TOWER

01/22/2013

Director 10% Owner _X__ Officer (give title Other (specify below)

Group Pres., Global Services

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10285

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative So	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/22/2013		M	47,410 A	A	\$ 45.768	161,497	D	
Common Stock	01/22/2013		S(1)	44,210 I	D	\$ 59.2379 (2)	117,287	D	
Common Stock	01/22/2013		S(3)	10,000 I	D	\$ 59.2379 (2)	107,287	D	
Common Stock							111.17	I	401(k) Trust (4)

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

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SEC 1474 (9-02)

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

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitic (Instr. 3 and 4)	
				Code V	ŕ	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 45.768	01/22/2013		M	47,410	01/24/2006(5)	01/23/2015	Common Stock	47,4

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

Group Pres., Global Services

Signatures

/s/ Michael G. Kuchs, attorney-in-fact

01/24/2013

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

the net shares in accordance with the Company's retention guidelines for executive officers.

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock (1) option exercises reported above and the sale of 50% of the net shares acquired from these exercises; Mr. Squeri will retain the balance of
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.17 to \$59.43. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at

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each separate price within this range.

- (3) The reported disposition represents the sale of shares acquired from restricted stock vestings and/or stock option exercises in prior years.
- (4) 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.
- (5) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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.