

Gupta Ashwini
Form 4
December 14, 2017

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
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gupta Ashwini

(Last) (First) (Middle)

200 VESEY STREET, AMERICAN
EXPRESS TOWER

(Street)

NEW YORK, NY 10285-5001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AMERICAN EXPRESS CO [AXP]

3. Date of Earliest Transaction
(Month/Day/Year)

12/12/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres, Crdt Risk/Glbl Info Mgt

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	12/12/2017		M	30,000 A	\$ 16.71	262,032	D
Common Stock	12/12/2017		M	30,000 A	\$ 16.71	292,032	D
Common Stock	12/12/2017		M	29,533 A	\$ 16.71	321,565	D
Common Stock	12/12/2017		S ⁽¹⁾	18,992 D	\$ 99.09 ⁽²⁾	302,573	D
Common Stock	12/12/2017		S ⁽¹⁾	18,992 D	\$ 99.37	283,581	D

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Common Stock	12/12/2017	S ⁽¹⁾	18,696	D	(3)	264,885	D
					\$		
					(4)		

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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 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)	\$ 16.71	12/12/2017		M	30,000	01/29/2010 ⁽⁵⁾ 01/29/2019	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 16.71	12/12/2017		M	30,000	01/29/2010 ⁽⁵⁾ 01/29/2019	Common Stock 30,000
Employee Stock Option (Right to Buy)	\$ 16.71	12/12/2017		M	29,533	01/29/2010 ⁽⁵⁾ 01/29/2019	Common Stock 29,533

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gupta Ashwini 200 VESEY STREET, AMERICAN EXPRESS			Pres, Crdt Risk/Glbl Info Mgt	

TOWER
NEW YORK, NY 10285-5001

Signatures

/s/ Tangela S. Richter,
attorney-in-fact

12/14/2017

____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).
- (1) The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercise reported above.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.01 to \$99.26. 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 each separate price within this range.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.17 to \$99.60. 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 each separate price within this range.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.37 to \$99.57. 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 each separate price within this range.
- (4) These options became exercisable in four 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.

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