WILLIAMS RONALD A

Form 4 July 02, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

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 * WILLIAMS RONALD A

(First) (Middle)

(Zip)

2. Transaction Date 2A. Deemed

AETNA INC., 151 FARMINGTON AVENUE

(City)

1.Title of

Security

(Instr. 3)

(Last)

(Street)

(State)

(Month/Day/Year)

HARTFORD, CT 06156

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN EXPRESS CO [AXP]

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

06/30/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

(A) or Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

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response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Following

Reported

Transaction(s)

(Instr. 3 and 4)

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

5. Amount of 7. Nature of 6. Ownership Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership

(Instr. 4)

(Instr. 4)

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.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

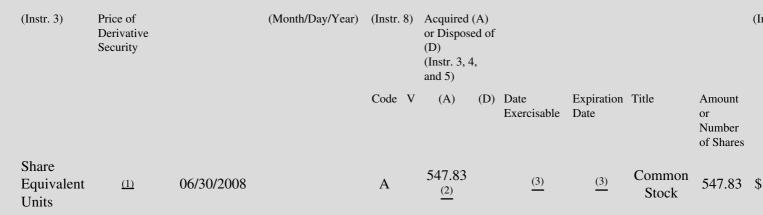
4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** (Instr. 3 and 4)

Se

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

X

WILLIAMS RONALD A
AETNA INC.
151 FARMINGTON AVENUE
HARTFORD, CT 06156

Signatures

Stephen P. Norman, attorney-in-fact

07/02/2008

**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 Share Equivalent Units convert into common stock on a one-for-one basis.
- (2) The reported Share Equivalent Units were acquired pursuant to the Directors' Deferred Compensation Plan and will be settled in cash following termination of service as a Director.
- (3) The Share Equivalent Units are convertible immediately and have no expiration date.
- (4) Includes Share Equivalent Units acquired pursuant to a dividend reinvestment feature of the Directors' Deferred Compensation Plan and/or the 2003 Share Equivalent Unit Plan for Directors.

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