AMERICAN EXPRESS CO
Form 4
May 20, 2016

# FORM 4

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

**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

| | |
|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHENAULT KENNETH I

(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)
05/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/19/2016 | | M | | 625,000 | A | $ 49.13 | 1,444,572 | D | |
| Common Stock | 05/19/2016 | | M | | 257,813 | A | $ 49.13 | 1,702,385 | D | |
| Common Stock | 05/19/2016 | | S(1) | | 838,968 | D | $ 62.65 (2) | 863,417 | D | |
| Common Stock | | | | | | | | 67,568 | I | by trust fbo children |
| Common Stock | | | | | | | | 59,122 | I | by trust fbo children |

| | | | |
|---|---|---|---|
| Common Stock | 26,148 | I | By Wife |
| Common Stock | 24,321.64 (3) | I | By 401(k) Plan |
| Common Stock | 4,158 | I | Wife As Trustee/custodian |
| Common Stock | 2,850 | I | by son |

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. 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 Amou Underlying Securi (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo Num Shar |
| Employee Stock Option (Right to Buy) | $ 49.13 | 05/19/2016 | | M | | | 625,000 | 01/31/2009(4) | 01/30/2018 | Common Stock | 625 |
| Employee Stock Option (Right to Buy) | $ 49.13 | 05/19/2016 | | M | | | 257,813 | 01/27/2014 | 01/30/2018 | Common Stock | 257 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| CHENAULT KENNETH I<br>200 VESEY STREET, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285-5001 | X | | Chairman & CEO | |

# Signatures

/s/ Emily T. Epstein, attorney-in-fact 05/20/2016

**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 exercises reported above and the sale of 50% of the net shares acquired from these exercises; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers. |
| **(2)** | The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $62.33 to $63.20. 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)** | Shares held in reporting person's account under the Company's Retirement 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. |
| **(4)** | These options became exercisable in four equal annual installments beginning on the date shown as "Date Exercisable." |

**Remarks:**

Prior to the transactions reported on this Form 4, Mr. Chenault directly and indirectly beneficially owned a total of 1,003,739.6

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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