

CHENAULT KENNETH I
 Form 4
 December 18, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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).

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

(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)
 12/14/2017

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

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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	12/14/2017		M		118,000	A	\$ 16.71		
Common Stock	12/14/2017		S ⁽¹⁾		96,440	D	\$ 97.3 ⁽²⁾		
Common Stock	12/14/2017		G	V	5,087	D	③		
Common Stock							67,568		
							I	KIC GST Trust	
Common Stock							46,748 ⁽⁴⁾	I	Shares held by wife

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Common Stock	38,522 ⁽⁴⁾	I	Kathryn GST Trust
Common Stock	24,940.92 <u>(5)</u>	I	By 401(k) Plan
Common Stock	4,158	I	Wife As Trustee/custodian
Common Stock	2,850	I	Shares held by son

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 16.71	12/14/2017		M	118,000	01/29/2010 ⁽⁶⁾	01/29/2019	Common Stock	118

Reporting Owners

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

Signatures

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

12/18/2017

 **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 and the sale of 50% of the net shares acquired from this exercise; 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 \$97.23 to \$97.46. 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 reported disposition represents a bona fide charitable gift made by the reporting person.
- (4) This balance reflects a transfer of 20,600 shares from the Kathryn GST Trust to his wife's individual brokerage account.
- (5) 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.
- (6) These options became exercisable in four equal annual installments beginning on 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 1,245,119.9

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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