

Cox L Kevin
Form 4
April 23, 2018

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 *
Cox L Kevin

(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)

04/19/2018

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)
Chief Human Resources Officer

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 or Price (A) or (D)		
Common Stock	04/19/2018		M		11,541 A \$ 44.54	D	
Common Stock	04/19/2018		M		6,589 A \$ 44.54	D	
Common Stock	04/19/2018		M		4,952 A \$ 49.23	D	
Common Stock	04/19/2018		M		11,542 A \$ 49.23	D	
Common Stock	04/19/2018		S ⁽¹⁾		9,942 D \$ 99.5	D	

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Common Stock	04/19/2018	S ⁽¹⁾	5,657	D	\$ 100	26,733	D	
Common Stock	04/19/2018	S ⁽¹⁾	4,311	D	\$ 100	22,422	D	
Common Stock	04/19/2018	S ⁽¹⁾	10,013	D	\$ 102.5	12,409	D	
Common Stock	04/19/2018	S ⁽²⁾	3,854	D	\$ 99.5	8,555	D	
Common Stock	04/19/2018	S ⁽²⁾	6,829	D	\$ 100	35,659	I	by GRAT III
Common Stock	04/19/2018	S ⁽²⁾	6,831	D	\$ 102.5	28,828	I	by GRAT III
Common Stock	04/26/2018	S ⁽²⁾	2,975	D	\$ 99.5	25,853	I	by GRAT III
Common Stock						5,872	I	By GRAT II
Common Stock						53.48	I ⁽³⁾	by 401(k) Trust

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

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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 of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.54	04/19/2018		M	11,541	01/27/2012 ⁽⁴⁾	01/27/2021	Common Stock	11,541
Employee Stock	\$ 44.54	04/19/2018		M	6,589	01/27/2012 ⁽⁴⁾	01/27/2021	Common Stock	6,589

Option
(Right to
Buy)

Employee
Stock

Option \$ 49.23 04/19/2018
(Right to
Buy)

M 4,952 01/24/2013⁽⁴⁾ 01/23/2022

Common
Stock 4,952

Employee
Stock

Option \$ 49.23 04/19/2018
(Right to
Buy)

M 11,542 01/24/2013⁽⁴⁾ 01/23/2022

Common
Stock 11,542

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cox L Kevin
200 VESEY STREET, AMERICAN EXPRESS
TOWER
NEW YORK, NY 10285-5001

Chief Human Resources
Officer

Signatures

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

04/23/2018

__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).

The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock

- (1) 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 reported disposition represents the sale of shares acquired from restricted stock vestings and/or stock option exercises in prior years.
- (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 date shown as "Date Exercisable."

Remarks:

The transactions reported on this Form 4 were effected pursuant to a rule 10b5-1 trading plan adopted by the reporting person

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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