

CARLTON DONALD M  
Form 5  
February 03, 2003

**FORM 5**

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

OMB APPROVAL

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

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response. . .0.5

Form 3 Holdings Reported  
 Form 4 Transactions Reported

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Carlton, Donald M.</b> (Last) (First) (Middle) <b>403 N. Weston Lane</b>  (Street) <b>Austin, TX 78733</b>  (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>American Electric Power Company, Inc. (AEP)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year <b>12/31/02</b>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>									
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) Amount (A) or Price (D)			5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 5 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/ Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4 & 5)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		Indirect (I) (Instr. 4)
				(A)	(D)						
<b>Phantom Stock Unit<sup>(1)</sup></b>		<b>06/01/02</b>		<b>A</b>	<b>1,200</b>			<b>Common Stock</b>	<b>1,200</b>		<b>2,992 D</b>

Explanation of Responses:

(1) Acquisition pursuant to the AEP Stock Unit Accumulation Plan for Non-Employee Directors. Includes 185 units of reinvested dividends acquired in 2002 pursuant to a dividend reinvestment feature of the Plan..

By: /s/ **Kevin R. Fease, Attorney-in-Fact for Donald M. Carlton** **02/03/03**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY  
DONALD M. CARLTON

The undersigned hereby appoints Jeffrey D. Cross, Thomas G. Berkemeyer, William E. Johnson and K and each of them, to be the undersigned's true and lawful attorneys-in-fact, for the undersigned, undersigned's name, place and stead to execute, acknowledge, deliver and file Forms 4 and 5 (incl thereto) with respect to securities of American Electric Power Company, Inc. and its subsidiaries "AEP"), required to be filed with the Securities and Exchange Commission, national securities exc AEP pursuant to Section 16(a) of the Securities Exchange Act of 1934 and Section 17(a) of the Pub Holding Company Act of 1935 and the rules and regulations thereunder, granting to AEP full power to perform all acts necessary to the completion of such purposes.

The undersigned agrees that the attorneys-in-fact herein may rely entirely on information furnis or in writing by the undersigned to such attorneys-in-fact. The undersigned acknowledges that th attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assumin AEP assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securit Act of 1934 or Section 17 of the Public Utility Holding Company Act of 1935.

The validity of this Power of Attorney shall not be affected in any manner by reason of the exec at any time, of other powers of attorney by the undersigned in favor of persons other than those

This Power of Attorney shall remain in full force and effect until the undersigned is no longer to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securitie by AEP, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this January, 2003.

/s/ DONALD M. CARLTON  
DONALD M. CARLTON