

AMERICAN EXPRESS CO
Form 4
May 16, 2007

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 *
KELLY ALFRED F JR

(Last) (First) (Middle)

3 WORLD FINANCIAL CENTER, 200 VESEY ST, AMERICAN EXPRESS TOWER

(Street)

NEW YORK, NY 10285

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

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

05/14/2007

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)
Member, Global Leadership Team

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/14/2007		M		23,939 A \$ 43.4	D	
Common Stock	05/14/2007		M		25,649 A \$ 43.4	D	
Common Stock	05/14/2007		M		81,333 A \$ 47.706	D	
Common Stock	05/14/2007		M		2,311 A \$ 47.706	D	
Common Stock	05/14/2007		M		11,217 A \$ 47.706	D	

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Common Stock	05/14/2007	F	123,072	D	\$ 62.745	300,166	D	
Common Stock	05/15/2007	S	21,377	D	\$ 63.163	278,789	D	
Common Stock						4,655	I	401(k) Trust ⁽¹⁾

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.4	05/14/2007		M	23,939	10/15/2004 02/22/2008	Common Stock	23,939	
Employee Stock Option (Right to Buy)	\$ 43.4	05/14/2007		M	25,649	10/15/2004 10/25/2008	Common Stock	25,649	
Employee Stock Option (Right to Buy)	\$ 47.706	05/14/2007		M	81,333	05/04/2005 02/21/2009	Common Stock	81,333	
Employee Stock Option (Right to Buy)	\$ 47.706	05/14/2007		M	2,311	05/04/2005 02/22/2008	Common Stock	2,311	

Employee
 Stock
 Option (Right to Buy)

\$ 47.706 05/14/2007

M

11,217 05/04/2005 10/25/2008

Common
 Stock

11,217

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY ALFRED F JR
 3 WORLD FINANCIAL CENTER
 200 VESEY ST, AMERICAN EXPRESS
 TOWER
 NEW YORK, NY 10285

Member, Global Leadership Team

Signatures

/s/ Stephen P. Norman,
 attorney-in-fact

05/16/2007

__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) Shares held in reporting person's account under the Company's Incentive 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.