Gupta Ashwini Form 4 May 07, 2012

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading Gupta Ashwini Issuer Symbol AMERICAN EXPRESS CO [AXP] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

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

NEW YORK, NY 10285

(Street) 4. If Amendment, Date Original

05/03/2012

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title below)

Pres-Risk/Info Mgmt/Banking Gp

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) 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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	05/03/2012		M	71,971	A	\$ 29.239	143,668	D		
Common Stock	05/03/2012		M	19,421	A	\$ 39.876	163,089	D		
Common Stock	05/03/2012		M	51,408	A	\$ 39.907	214,497	D		
Common Stock	05/03/2012		M	142,800	A	\$ 43.977	357,297	D		
Common Stock	05/03/2012		S(1)	258,177	D	\$ 60.9001	99,120	D		

of

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(2)

Common Stock	18,253 <u>(3)</u>	I	by 401(k) Trust
Common Stock	1,060	I	by family trust

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	5. Number of orDerivative 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)	\$ 29.239	05/03/2012		M		71,971	01/27/2004(4)	01/26/2013	Common Stock	71
Employee Stock Option (Right to Buy)	\$ 39.876	05/03/2012		M		19,421	07/28/2004(4)	07/27/2013	Common Stock	19
Employee Stock Option (Right to Buy)	\$ 39.907	05/03/2012		M		51,408	10/01/2004(4)	09/30/2013	Common Stock	51
Employee Stock Option (Right to Buy)	\$ 43.977	05/03/2012		M		142,800	01/26/2005(4)	01/25/2014	Common Stock	142

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer

Gupta Ashwini 3 WORLD FINANCIAL CENTER 200 VESEY ST., AMERICAN EXPRESS TOWER NEW YORK, NY 10285

Pres-Risk/Info Mgmt/Banking Gp

Other

Signatures

/s/ Michael G. Kuchs, attorney-in-fact

05/07/2012

**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 options exercises reported above and the sale of 50% of the net shares acquired from these exercises; Mr. Gupta will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
 - The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.90 to \$60.91. 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 date shown as "Date Exercisable."

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.

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