

AMERICAN EXPRESS CO  
Form DEFA14A  
March 28, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**(AMENDMENT NO. )**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-12

**AMERICAN EXPRESS COMPANY**

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(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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EXHIBIT INDEX

Each of the exhibits hereto may be deemed "soliciting materials" within the meaning of the Securities Exchange Act of 1934, as amended (the "Act"), and the regulations of the Securities and Exchange Commission issued thereunder.

**EXHIBIT**

- 99.1 Form of telephone voting script being used in connection with voting by shareholders of the registrant with respect to the registrant's 2006 Annual Meeting of Shareholders.
- 99.2 Form of e-mail being sent to certain shareholders and employee-shareholders of the registrant in connection with the registrant's 2006 Annual Meeting of Shareholders.
- 99.3 Form of voting Web site being used in connection with voting by certain shareholders and employee-shareholders of the registrant in connection with the registrant's 2006 Annual Meeting of Shareholders.