

Cornish David L
Form 3
May 24, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Cornish David L | | (Month/Day/Year) | AMERICAN EXPRESS CO [AXP] | |
| (Last) | (First) | (Middle) | 05/16/2011 | |
| 3 WORLD FINANCIAL CENTER,Â 200 VESEY STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10285-5001 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Accounting Officer | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 10,833 ⁽¹⁾ | D | Â |
| Common Stock | 80 ⁽²⁾ | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Phantom Stock Units | Â (3) | Â (3) | Common Stock | 17 | \$ (4) | D | Â |
| Employee Stock Option (Right to Buy) | 01/24/2006 ⁽⁵⁾ | 01/24/2015 | Common Stock | 11,938 | \$ 45.768 | D | Â |
| Employee Stock Option (Right to Buy) | 01/23/2007 ⁽⁵⁾ | 01/23/2016 | Common Stock | 24,200 | \$ 51.865 | D | Â |
| Employee Stock Option (Right to Buy) | 01/25/2008 ⁽⁶⁾ | 01/25/2017 | Common Stock | 23,000 | \$ 57.77 | D | Â |
| Employee Stock Option (Right to Buy) | 01/31/2009 ⁽⁶⁾ | 01/31/2018 | Common Stock | 24,000 | \$ 49.13 | D | Â |
| Employee Stock Option (Right to Buy) | 01/29/2010 ⁽⁶⁾ | 01/29/2019 | Common Stock | 9,725 | \$ 16.71 | D | Â |
| Employee Stock Option (Right to Buy) | 01/26/2011 ⁽⁶⁾ | 01/26/2020 | Common Stock | 10,499 | \$ 38.1 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| Cornish David L 3 WORLD FINANCIAL CENTER 200 VESEY STREET NEW YORK, NY 10285-5001 | Â | Â | Â | Chief Accounting Officer |

Signatures

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

05/24/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,491 Restricted Stock Units which will be settled in common shares on the applicable vesting dates if all award requirements have been met.
- (2) 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.
- (3) The units are to be settled following the reporting person's retirement or other termination of service.
- (4) The phantom stock converts into common stock on a one-for-one basis.
- (5) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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(6) These shares become exercisable in four cumulative annual installments of 25% each beginning on date shown as "Date Exercisable."

^

Remarks:

Exhibit^ List

Exhibit^ 24^ -^ Power^ of^ Attorney

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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