

AMERICAN EXPRESS CO  
Form 4  
March 01, 2006

**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  
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

## OMB APPROVAL

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(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)

**02/27/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Member, Global Leadership Team

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2006		M		65,688	A	\$ 30.892
Common Stock	02/27/2006		M		150,000	A	\$ 38.224
Common Stock	02/27/2006		S		4,900	D	\$ 54.75
Common Stock	02/27/2006		S		8,500	D	\$ 54.76
Common Stock	02/27/2006		S		32,400	D	\$ 54.77
							451,030
							442,530
							410,130

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Common Stock	02/27/2006	S	7,200	D	\$ 54.78	402,930	D	
Common Stock	02/27/2006	S	12,600	D	\$ 54.8	390,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.83	386,930	D	
Common Stock	02/27/2006	S	3,600	D	\$ 54.84	383,330	D	
Common Stock	02/27/2006	S	24,100	D	\$ 54.85	359,230	D	
Common Stock	02/27/2006	S	5,500	D	\$ 54.86	353,730	D	
Common Stock	02/27/2006	S	14,500	D	\$ 54.87	339,230	D	
Common Stock	02/27/2006	S	7,900	D	\$ 54.88	331,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.89	327,930	D	
Common Stock	02/27/2006	S	57,635	D	\$ 54.9	270,295	D	
Common Stock	02/27/2006	S	3,100	D	\$ 54.91	267,195	D	
Common Stock	02/27/2006	S	6,100	D	\$ 54.93	261,095	D	
Common Stock						4,535.66	I	401(k) Trust <sup>(1)</sup>

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

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(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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares

Employee

Stock

Option \$ 30.892 02/27/2006

M

65,688 02/22/2002<sup>(2)</sup> 02/22/2009Common  
Stock

65

(Right to

Buy)

Employee

Stock

Option \$ 38.224 02/27/2006

M

150,000 02/28/2002<sup>(3)</sup> 02/28/2010Common  
Stock

150

(Right to

Buy)

## 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

03/01/2006

\*\*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.

(2) 57,120 of these options became exercisable on 2/22/2002, and the balance became exercisable on 2/22/2003.

(3) 68,544 of these options became exercisable on 2/28/2002, an additional 68,544 became exercisable on 2/28/2003, and the remaining 12,912 became exercisable on 2/28/2004.

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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