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AMERICA Form 5	N EXPRESS CO								
February 1	4, 2006								
FOR	M 5						OMB APPROVAL		
			IRITIES AND EXCHANGE COMM			COMMISSIO	N OMB Number:	3235-0362	
Check this box if no longer subject			Washington, D.C. 20549				Expires:	January 31, 2005	
			TEMENT OF CHANGES IN BENEFICIAL WNERSHIP OF SECURITIES				Estimated burden hou response	average urs per	
1(b).	Filed pur ^{Holdings} Section 17(d	(a) of the Public U 30(h) of the I	Utility Holdi	ing Comp	bany Act of	f 1935 or Secti	on		
AMBLE JOAN LORDI Sy			2. Issuer Name and Ticker or Trading Symbol AMERICAN EXPRESS CO [AXP]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) ((Month	(C 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director			Director	eck all applicable) — 10% Owner re titleX Other (specify		
CENTER,) FINANCIAL 200 VESEY ST AN EXPRESS TO	,	2005			below)	below) for Vice Preside		
			ed(Month/Day/Year)				oint/Group Reporting		
						(che	eck applicable line	e)	
NEW YORK, NY 10285 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person									
(City)	(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. Transaction Code (Instr. 8)	4. Securit Acquired Disposed (Instr. 3, 4) Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.						SEC 2270 (9-02)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)									

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/	'Year)	(Instr. 3 and	4)	Securi (Instr.
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(1)</u>	01/27/2005 <u>(3)</u>	Â	J <u>(3)</u>	46 Â	(2)	(2)	Common Stock	46	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
AMBLE JOAN LORDI					
3 WORLD FINANCIAL CENTER	â	â	â	Senior Vice	
200 VESEY ST, AMERICAN EXPRESS TOWER	A	A	A	President	
NEW YORK, NY 10285					

Date

Signatures

/s/ Stephen P. Norman,	02/14/2006
attorney-in-fact	02/14/2000

**Signature of Reporting Person

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) The phantom stock converts into common stock on a one-for-one basis.
- (2) The units are to be settled following the reporting person's retirement or other termination of service.
- (3) The reported phantom stock units were acquired under the Company's Supplemental Retirement Plan on 1/27/2005, 4/22/2005, 7/28/2005, and 10/11/2005, at prices ranging from \$49.18 to \$55.47 per share.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.