

AMERICAN EXPRESS CO

Form 4

February 15, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAYES JOHN D

(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)

02/13/2006

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)

EVP, Advertising

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	02/13/2006		M		34,272	A	\$ 19.385	103,847	D
Common Stock	02/13/2006		M		123,379	A	\$ 25.649	227,226	D
Common Stock	02/13/2006		M		123,379	A	\$ 30.892	350,605	D
Common Stock	02/13/2006		S		117,518	D	\$ 53.2	233,087	D
Common Stock	02/13/2006		S		100	D	\$ 53.19	232,987	D

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Common Stock	02/13/2006	S	4,500	D	\$ 53.17	228,487	D	
Common Stock	02/13/2006	S	1,200	D	\$ 53.16	227,287	D	
Common Stock	02/13/2006	S	10,100	D	\$ 53.15	217,187	D	
Common Stock	02/13/2006	S	300	D	\$ 53.14	216,887	D	
Common Stock	02/13/2006	S	2,000	D	\$ 53.13	214,887	D	
Common Stock	02/13/2006	S	5,200	D	\$ 53.12	209,687	D	
Common Stock	02/13/2006	S	5,700	D	\$ 53.11	203,987	D	
Common Stock	02/13/2006	S	17,900	D	\$ 53.1	186,087	D	
Common Stock	02/13/2006	S	2,900	D	\$ 53.09	183,187	D	
Common Stock	02/13/2006	S	3,000	D	\$ 53.08	180,187	D	
Common Stock	02/13/2006	S	8,200	D	\$ 53.07	171,987	D	
Common Stock	02/13/2006	S	3,600	D	\$ 53.06	168,387	D	
Common Stock	02/13/2006	S	15,500	D	\$ 53.05	152,887	D	
Common Stock	02/13/2006	S	4,800	D	\$ 53.04	148,087	D	
Common Stock	02/13/2006	S	3,400	D	\$ 53.03	144,687	D	
Common Stock	02/13/2006	S	49,900	D	\$ 53	94,787	D	
Common Stock	02/13/2006	S	4,200	D	\$ 53.01	90,587	D	
Common Stock	02/13/2006	S	11,400	D	\$ 53.02	79,187	D	
Common Stock						2,192	I	By Isp Trust

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

SEC 1474
(9-02)

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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 of Shares
Employee Stock Option (Right to Buy)	\$ 19.385	02/13/2006		M		34,272		02/23/2000	02/23/2007	Common Stock	34,272
Employee Stock Option (Right to Buy)	\$ 25.649	02/13/2006		M		123,379		02/23/1999 ⁽¹⁾	02/22/2008	Common Stock	123,379
Employee Stock Option (Right to Buy)	\$ 30.892	02/13/2006		M		123,379		02/22/2001 ⁽¹⁾	02/21/2009	Common Stock	123,379

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAYES JOHN D 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285	EVP, Advertising

Signatures

/s/ Stephen P. Norman,
attorney-in-fact 02/15/2006

**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) These options vested in three equal annual installments beginning on the 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.

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