## Edgar Filing: AMERICAN EXPRESS CO - Form 4

Form 4	N EXPRESS CO							
October 03,	ЛЛ					OMB A	PPROVAL	
Check ti	UNITED	STATES SI	ECURITIES A Washington,	ND EXCHANGE D.C. 20549	COMMISSION	OMB Number:	3235-0287 January 31,	
if no lor subject Section Form 4 Form 5 obligatio may cor <i>See</i> Inst	to 16. or Filed pu <sup>ons</sup> Section 176	rsuant to Sec (a) of the Pub	CHANGES IN I SECUR ction 16(a) of the blic Utility Hold the Investment	Expires: 200 Estimated average burden hours per response 0				
1(b).	luction			1 5				
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> BURNS URSULA M			2. Issuer Name <b>and</b> ymbol MERICAN EX	Ticker or Trading PRESS CO [AXP]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) XEROX CORPORATION, 70 LINDEN OAKS DRIVE			Date of Earliest Tr Ionth/Day/Year) 9/29/2006	ansaction	(Check all applicable) X_ Director10% Owner Officer (give titleOther (specify below)			
(Street)			If Amendment, Da led(Month/Day/Year)	-	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
	ER, NY 14625	( <b>7</b> in)			Person			
(City) 1.Title of Security (Instr. 3)	(State) 2. Transaction Date (Month/Day/Year)	(Zip) 2A. Deemed Execution Dat any (Month/Day/Y	3. te, if Transaction Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	5. Amount of 6. Securities Fe Beneficially (I Owned (I	Ownership orm: Direct D) or Indirect	7. Nature of Indirect	
Reminder: Re	port on a separate lin	e for each class	of securities benefi	information cont required to respo	or indirectly. pond to the collect ained in this form a ond unless the forn atly valid OMB cont	are not n	SEC 1474 (9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Se

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Iı	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Share Equivalent Units	\$ 0 <u>(1)</u>	09/29/2006		А		411.32 (2)		(3)	(3)	Common Stock	411.32	\$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BURNS URSULA M XEROX CORPORATION 70 LINDEN OAKS DRIVE ROCHESTER, NY 14625	Х						
Signatures							
/s/ Stephen P. Norman,		10/03/20	006				

attorney-in-fact

\*\*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) The share equivalent units convert into common stock on a one-for-one basis.
- (2) The reported share equivalent units were acquired pursuant to the Company's 2003 Share Equivalent Unit Plan for Directors and will be settled in cash following termination of service as a Director.
- (3) The share equivalent units are convertible immediately and have no expiration date.
- (4) Includes share equivalent units acquired pursuant to a dividend reinvestment feature of the Directors' Deferred Compensation Plan and/or the 2003 Share Equivalent Unit Plan for Directors.

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