### Edgar Filing: AMERICAN EXPRESS CO - Form 5

AMERICA Form 5	AN EXPRESS CO								
February 1	3, 2008								
FOR	M 5						OMB A	PPROVAL	
-	-	STATES SECU	ND EXC D.C. 2054		COMMISSIO	N OMB Number:	3235-0362		
no long	er subject	•••	asinington, i	D.C. 203	<b>-</b> 2		Expires:	January 31, 2005	
5 obliga may cor	or Form ANN ttions ntinue.		TEMENT OF CHANGES IN BENEFICIAL WNERSHIP OF SECURITIES				Estimated burden hor response	iours per	
See Inst 1(b). Form 3 Reporte Form 4 Transac Reporte	Filed pur Holdings Section 17(	(a) of the Public V 30(h) of the I	Utility Holdi	ing Comp	bany Act of	f 1935 or Secti			
KELLY ALFRED F JR S			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN EXPRESS CO [AXP]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	(Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director 12/31/2007X_ Officer					eck all applicable) 10% Owner we title Other (specify		
CENTER,	D FINANCIAL 200 VESEY ST AN EXPRESS TO	,	2007			below)	below) President		
	Amendment, Date Original6. Individud(Month/Day/Year)				or Joint/Group Reporting				
						(en	ex applicable link	-)	
NEW YO	RK, NY 10285					_X_ Form Filed b Form Filed by Person	y One Reporting I More than One I		
(City)	(State)	(Zip) Ta	ble I - Non-De	erivative Se	ecurities Acq	uired, Disposed	of, or Beneficia	ally 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	(A) or of (D) 4 and 5) (A)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
	eport on a separate line					(Instr. 3 and 4) ollection of info		SEC 2270	
securities bei	neficially owned direct Tab	ly or indirectly. le II - Derivative Se	the form o	lisplays a	currently v	required to res alid OMB contress eneficially Owned	rol number.	(9-02)	
		(e.g., puts, cal							

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	Deriva

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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)		Year)	(Instr. 3 and 4	4)	Securi (Instr.
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 0 <u>(1)</u>	01/23/2007 <u>(2)</u>	Â	J <u>(2)</u>	54 Â	( <u>3)</u>	(3)	Common Stock	54	\$ 0

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships				
	Director	10% Owner	Officer	Other	
KELLY ALFRED F JR 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285	Â	Â	Â President	Â	

Date

# Signatures

/s/ Stephen P. Norman, attorney-in-fact 02/13/2008

<u>\*\*</u>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 reported phantom stock units were acquired under the Company's Supplemental Retirement Plan on 1/23/2007, 4/25/2007, and 7/25/2007, at prices of \$57.54, \$62.32, and \$61.73 per share, respectively.
- (3) The units are to be settled following the reporting person's retirement or other termination of service.
- (4) Includes phantom stock units acquired pursuant to a dividend reinvestment feature of the Company's Supplemental Retirement Plan.

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.