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| Leonsis Th Form 4 | eodore | | | | | | | | | | |
|--|---|--|--|-------------------------------|---|---|---|--|---|--|--|
| May 01, 20 | 13 | | | | | | | | | | |
| FOR | ЛД | | | | | | | | PPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | 3235-0287 | | |
| Washington, D.C. 20549NumberCheck this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Leonsis Theodore | | | Symbol | er Name an RICAN E2 | | Trading | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) | (Last) (First) (Middle) 3. Date of Earliest Transaction | | | | | | (Check an applicable) | | | | |
| C/O AME COMPAN | (Month/Day/Year) 04/29/2013 | | | | X_ Director10% Owner Officer (give titleOther (specify below)below) | | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting | | | | | |
| NEW YOI | RK, NY 10285-50 | 01 | | | | | Person | More than One R | eporting | | |
| (City) | (State) | (Zip) | Tal | ole I - Non- | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deem Execution any (Month/D | Date, if | Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4 Amount | (A) or of (D) | 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) | | |
| Reminder: R | eport on a separate line | e for each cl | ass of sec | urities bene | ficially own | ned directly | or indirectly | | | | |
| Kenniuer, Ke | port on a separate line | | 455 01 500 | unities belle | Perso inforn requir | ns who rest nation cont ed to resp ys a curre | spond to the colle tained in this form ond unless the fo ntly valid OMB co | i are not rm | 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 |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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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) | | | | | |
|------------------------------|------------------------------------|------------|------------------|--------------|----|--|-----|---------------------|--------------------|-----------------|--------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount o Number o Shares |
| Share Equivalent Units | <u>(1)</u> | 04/29/2013 | | A <u>(2)</u> | | 2,350.028 | | (3) | (3) | Common Stock | 2,350.0 |

Reporting Owners

| | Relationships | | | | | | | |
|---|---------------|--------------|---------|-------|--|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | | |
| Leonsis Theodore C/O AMERICAN EXPRESS COMPANY 200 VESEY STREET NEW YORK, NY 10285-5001 | Х | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Michael G. Kuchs, attorney-in-fact | 05/01/2013 | 3 | | | | | | |
| **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 awarded 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.