

AMERICAN EXPRESS CO

Form 4

December 22, 2004

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LINEN JONATHAN S**

(Last) (First) (Middle)

**AMERICAN EXPRESS TOWER, 3  
WORLD FINANCIAL CENTER**

(Street)

**NEW YORK, NY 10285-5003**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**AMERICAN EXPRESS CO [AXP]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**12/20/2004**

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 below) \_\_\_\_ Other (specify below)

Member, Global Leadership Team

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 Shares                   | 12/20/2004                           | 12/20/2004                                         | M                              |                                                                   | 150,000 | A          | \$ 22.146                                                                                     | 819,600                                                  | D                                                     |
| Common Shares                   | 12/20/2004                           | 12/20/2004                                         | M                              |                                                                   | 138,000 | A          | \$ 29.302                                                                                     | 957,600                                                  | D                                                     |
| Common Shares                   | 12/20/2004                           | 12/20/2004                                         | F <sup>(1)</sup>               |                                                                   | 90,694  | D          | \$ 56.065                                                                                     | 866,906                                                  | D                                                     |
| Common Shares                   | 12/20/2004                           | 12/20/2004                                         | F <sup>(1)</sup>               |                                                                   | 94,949  | D          | \$ 56.065                                                                                     | 771,957                                                  | D                                                     |
| Common Shares                   |                                      |                                                    |                                |                                                                   |         |            |                                                                                               | 45,778 <sup>(2)</sup>                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |         |            |                                                                                               |                                                          | By ISP Trust                                          |

# Edgar Filing: AMERICAN EXPRESS CO - Form 4

Common Shares 34,500 I By spouse

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 1474  
(9-02)

**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 Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title                                             |
| Employee Stock Option (right to buy)       | \$ 22.146                                              | 12/20/2004                           | 12/20/2004                                         | M                              | 150,000                                                                                 | 02/24/1998 <sup>(3)</sup> 02/23/2007                     | Common Shares                                     |
| Employee Stock Option (right to buy)       | \$ 29.302                                              | 12/20/2004                           | 12/20/2004                                         | M                              | 138,000                                                                                 | 02/23/1999 <sup>(3)</sup> 02/22/2008                     | Common Shares                                     |
| Employee stock option (right to buy)       | \$ 56.065                                              | 12/20/2004                           | 12/20/2004                                         | A <sup>(4)</sup>               | 94,949                                                                                  | 06/20/2005 02/22/2008                                    | Common Shares                                     |
| Employee stock option (right to buy)       | \$ 56.065                                              | 12/20/2004                           | 12/20/2004                                         | A <sup>(4)</sup>               | 90,694                                                                                  | 06/20/2005 02/23/2007                                    | Common Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships                    |
|--------------------------------------------|----------------------------------|
|                                            | Director 10% Owner Officer Other |
| LINEN JONATHAN S<br>AMERICAN EXPRESS TOWER | Member,<br>Global                |

3 WORLD FINANCIAL CENTER  
NEW YORK, NY 10285-5003

Leadership  
Team

## Signatures

Jonathan S.  
Linen 12/22/2004

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 reported disposition represents the surrender of shares to cover the cost of exercise and tax obligations arising from the exercise of employee stock options.
- (2) Shares held in reporting person's account under the Company's Incentive Savings Plan as of December 20, 2004. This plan uses unit accounting, and the number of shares that a participant is deemed to hold varies with the unit price of the Company pooled stock fund.
- (3) These options vested in three equal annual installments beginning on the date shown as "Date Exercisable."
- (4) Employee stock options granted pursuant to a reload feature of the 1998 Incentive Compensation Plan.

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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