

AMERICAN EXPRESS CO
Form 4
November 08, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLY ALFRED F JR

(Last) (First) (Middle)

**AMERICAN EXPRESS TOWER, 3
WFC, 200 VESEY STREET**

(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)

11/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Member, Global Leadership Team

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2005		M		7,443	A	\$ 41.124
Common Stock	11/07/2005		M		16,937	A	\$ 41.124
Common Stock	11/07/2005		M		28,634	A	\$ 41.124
Common Stock	11/07/2005		S		214	D	\$ 49.83
Common Stock	11/07/2005		S		14,800	D	\$ 49.79
							328,977

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Common Stock	11/07/2005	S	1,400	D	\$ 49.78	307,577	D	
Common Stock	11/07/2005	S	1,300	D	\$ 49.77	306,277	D	
Common Stock	11/07/2005	S	35,200	D	\$ 49.74	271,077	D	
Common Stock	11/07/2005	S	100	D	\$ 49.76	270,977 ⁽¹⁾	D	
Common Stock						4,535.66 ⁽²⁾	I	401(k) Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 41.124	11/07/2005		M	7,443	03/19/2004 02/25/2006	Common Stock 7,443
Employee Stock Option (Right to Buy)	\$ 41.124	11/07/2005		M	16,937	03/19/2004 02/23/2007	Common Stock 16,937
Employee Stock Option (Right to Buy)	\$ 41.124	11/07/2005		M	28,634	03/19/2004 02/22/2008	Common Stock 28,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY ALFRED F JR AMERICAN EXPRESS TOWER, 3 WFC 200 VESEY STREET NEW YORK, NY 10285			Member, Global Leadership Team	

Signatures

/s/ Stephen P. Norman,
attorney-in-fact

11/08/2005

__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) This amount reflects anti-dilution adjustments to the reporting person's outstanding Restricted Stock Awards as a result of the issuer's spin-off of Ameriprise Financial, Inc. on September 30, 2005.

(2) Shares held in reporting person's account under the Company's Incentive Savings Plan. 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.

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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