

SANDOR RICHARD L  
Form 4  
January 02, 2003

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

OMB APPROVAL

**FORM 4**

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**

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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

Filed By Romeo & Dye's Instant Form 4 Filer  
www.section16.net

1. Name and Address of Reporting Person* <b>Sandor, Richard L.</b>			2. Issuer Name and Ticker or Trading Symbol <b>American Electric Power Company, Inc. (AEP)</b>			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year <b>12/31/02</b>			<input checked="" type="checkbox"/> Director —
c/o Environmental Financial Products LLC 111 W. Jackson Blvd., 14th Floor									5. If Amendment, Date of Original (Month/Day/Year)
(Street)			7. Individual or Joint/Group Filing (Check Applicable Line)			<input type="checkbox"/> Officer (give title below) —			
Chicago, IL 60604						Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	7. Nature of Indirect Beneficial Ownership (Instr. 4)						<input type="checkbox"/> Form filed by More than One Reporting Person

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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			

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				(Instr. 3, 4 & 5)			Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares		Indirect (I) (Instr. 4)	
				Code	V	(A)							(D)
<b>Phantom Stock Unit</b>	(1)	<b>12/31/02</b>		<b>A</b>		<b>160</b>			<b>Common Stock</b>	<b>160</b>	(1)	<b>3,828</b>	<b>D</b>

Explanation of Responses:

(1) Acquisition pursuant to the AEP Deferred Compensation and Stock Plan for Non-Employee Directors and exempt under Rule 16b-3(d).

By: /s/ **Jeffrey D. Cross, Attorney-in-Fact for Richard L. Sandor**      **01/02/03**  
Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY

RICHARD L. SANDOR

The undersigned hereby appoints Susan Tomasky, Jeffrey D. Cross and Thomas S. Ashford, and the undersigned's true and lawful attorneys-in-fact, for the undersigned, and in the undersigned's stead to execute, acknowledge, deliver and file Forms 4 and 5 (including amendments thereto) with the Securities and Exchange Commission, national securities exchanges and AEP pursuant to Section 16 of the Securities Exchange Act of 1934 and Section 17(a) of the Public Utility Holding Company Act of 1935 and the rules thereunder, granting to AEP full power and authority to perform all acts necessary to the completion of the foregoing.

The undersigned agrees that the attorneys-in-fact herein may rely entirely on information furnished in writing by the undersigned to such attorneys-in-fact. The undersigned acknowledges that the foregoing, in serving in such capacity at the request of the undersigned, are not assuming, nor is AEP assuming, the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Section 17 of the Public Utility Holding Company Act of 1935.

The validity of this Power of Attorney shall not be affected in any manner by reason of the death, disability, or other powers of attorney by the undersigned in favor of persons other than those named herein.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a director of AEP. This Power of Attorney shall be null and void if the undersigned files Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by AEP which are earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date hereof, January 2, 2003.

/s/ Richard L. Sandor  
Richard L. Sandor