

KELLY ALFRED F JR
Form 4
November 08, 2004

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

2. Issuer Name and Ticker or Trading Symbol
AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
AMERICAN EXPRESS TOWER, 3
WORLD FINANCIAL CENTER

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2004

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

(Street)
NEW YORK, NY 10285-5003

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Shares	11/04/2004	11/04/2004	M	2,900	A \$ 29.302	241,763	D
Common Shares	11/04/2004	11/04/2004	M	14,000	A \$ 29.604	255,763	D
Common Shares	11/04/2004	11/04/2004	M	92,500	A \$ 35.292	348,263	D
Common Shares	11/04/2004	11/04/2004	F	2,023	D \$ 54.5	346,240	D
Common Shares	11/04/2004	11/04/2004	F	9,819	D \$ 54.5	336,421	D

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Common Shares	11/04/2004	11/04/2004	F	71,195	D	\$ 54.5	265,226	D	
Common Shares							4,450	I	401(k) Trust ⁽¹⁾

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 29.302	11/04/2004	11/04/2004	M		2,900		02/23/2001	02/22/2008	Common Shares	2,900
Employee Stock Option (right to buy)	\$ 29.604	11/04/2004	11/04/2004	M		14,000		10/26/2004	10/25/2008	Common Shares	14,000
Employee Stock Option (right to buy)	\$ 35.292	11/04/2004	11/04/2004	M		92,500		02/22/2001	02/22/2009	Common Shares	92,500
Employee stock option (right to buy)	\$ 54.5	11/04/2004	11/04/2004	A		9,819		05/04/2005	10/25/2008	Common Shares	9,819
Employee stock option (right to buy)	\$ 54.5	11/04/2004	11/04/2004	A		71,195		05/04/2005	02/21/1999	Common Shares	71,195

buy)

Employee
stock
option
(right to
buy)

\$ 54.5

11/04/2004

11/04/2004

A

2,023

05/04/2005

02/22/2008

Common
Shares

2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLY ALFRED F JR AMERICAN EXPRESS TOWER 3 WORLD FINANCIAL CENTER NEW YORK, NY 10285-5003			Member, Global Leadership Team	

Signatures

Alfred F. Kelly,
Jr. 11/08/2004

__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) Shares held in reporting person's account under the Company's Incentive Savings Plan as of November 4, 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.

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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