

AMERICAN EXPRESS CO
Form 4
May 01, 2006

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 *
PARENT LOUISE M

(Last) (First) (Middle)

3 WORLD FINANCIAL
CENTER, 200 VESEY ST,
AMERICAN EXPRESS TOWER

(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)

04/27/2006

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)

EVP, General Counsel

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/27/2006		M		188,496 A \$ 30.892		D
Common Stock	04/27/2006		M		188,496 A \$ 38.224		D
Common Stock	04/27/2006		S		19,400 D \$ 52.65		D
Common Stock	04/27/2006		S		19,100 D \$ 52.66		D
Common Stock	04/27/2006		S		38,900 D \$ 52.68		D

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Common Stock	04/27/2006	S	71,800	D	\$ 52.69	536,641.2615	D	
Common Stock	04/27/2006	S	27,500	D	\$ 52.7	509,141.2615	D	
Common Stock	04/27/2006	S	67,300	D	\$ 52.71	441,841.2615	D	
Common Stock	04/27/2006	S	25,200	D	\$ 52.72	416,641.2615	D	
Common Stock	04/27/2006	S	41,400	D	\$ 52.73	375,241.2615	D	
Common Stock	04/27/2006	S	22,900	D	\$ 52.74	352,341.2615	D	
Common Stock	04/27/2006	S	500	D	\$ 52.75	351,841.2615	D	
Common Stock	04/27/2006	S	17,500	D	\$ 52.77	334,341.2615	D	
Common Stock	04/27/2006	S	800	D	\$ 52.78	333,541.2615	D	
Common Stock	04/27/2006	S	1,100	D	\$ 52.79	332,441.2615	D	
Common Stock	04/27/2006	S	34,800	D	\$ 52.8	297,641.2615	D	
Common Stock	04/27/2006	S	3,900	D	\$ 52.81	293,741.2615	D	
Common Stock	04/27/2006	S	23,989	D	\$ 52.82	269,752.2615	D	
Common Stock	04/27/2006	S	1,900	D	\$ 52.83	267,852.2615	D	
Common Stock						42.25	I	By Isp Trust ⁽²⁾

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 30.892	04/27/2006			M			188,496	02/22/2001 ⁽¹⁾	02/22/2009	Common Stock	188,496
Employee Stock Option (Right to Buy)	\$ 38.224	04/27/2006			M			188,496	02/28/2002 ⁽¹⁾	02/28/2010	Common Stock	188,496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PARENT LOUISE M 3 WORLD FINANCIAL CENTER 200 VESEY ST, AMERICAN EXPRESS TOWER NEW YORK, NY 10285			EVP, General Counsel	

Signatures

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

05/01/2006

**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) These options vested in three equal annual installments beginning on the date shown as "Date Exercisable."

(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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