

MCGINN RICHARD A
 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 *
 MCGINN RICHARD A

 (Last) (First) (Middle)

 AMERICAN EXPRESS
 TOWERAMERICAN EXPRESS
 T, 3 WORLD FINANCIAL
 CENTER3 WORLD FINANCIA

 (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)
 11/05/2004

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	11/05/2004	11/05/2004	M	3,000	A \$ 44.906	13,622	D
Common Shares	11/05/2004	11/05/2004	M	3,000	A \$ 48.854	16,622	D
Common Shares	11/05/2004	11/05/2004	M	3,000	A \$ 40.63	19,622	D
Common Shares	11/05/2004	11/05/2004	M	2,000	A \$ 43.085	21,622	D
	11/05/2004	11/05/2004	F	8,892	D	12,730	D

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Common Shares \$ 55.025

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
Director Stock Option (right to buy)	\$ 44.906	11/05/2004	11/05/2004	M	3,000	04/26/2000 ⁽¹⁾ 04/25/2009	Common Shares 3,000		
Director Stock Option (right to buy)	\$ 48.854	11/05/2004	11/05/2004	M	3,000	04/24/2001 ⁽¹⁾ 04/23/2010	Common Shares 3,000		
Director Stock Option (right to buy)	\$ 40.63	11/05/2004	11/05/2004	M	3,000	04/23/2002 ⁽¹⁾ 04/22/2011	Common Shares 3,000		
Director Stock Option (right to buy)	\$ 43.085	11/05/2004	11/05/2004	M	2,000	04/22/2003 ⁽²⁾ 04/22/2012	Common Shares 2,000		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MGINN RICHARD A AMERICAN EXPRESS TOWER 3 WORLD FINANCIAL CENTER NEW YORK, NY 10285-5003			X	

Signatures

Richard A.

McGinn

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) These options vested in three equal annual installments beginning on the date shown as "Date Exercisable."
 - (2) One half of the options exercised became exercisable on 4/22/2003, the other on 4/22/2004.

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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