

AMERICAN EXPRESS CO
Form 4
March 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

**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)

02/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/27/2006		M		65,688 A \$ 30.892	305,930	D
Common Stock	02/27/2006		M		150,000 A \$ 38.224	455,930	D
Common Stock	02/27/2006		S		4,900 D \$ 54.75	451,030	D
Common Stock	02/27/2006		S		8,500 D \$ 54.76	442,530	D
Common Stock	02/27/2006		S		32,400 D \$ 54.77	410,130	D

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Common Stock	02/27/2006	S	7,200	D	\$ 54.78	402,930	D	
Common Stock	02/27/2006	S	12,600	D	\$ 54.8	390,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.83	386,930	D	
Common Stock	02/27/2006	S	3,600	D	\$ 54.84	383,330	D	
Common Stock	02/27/2006	S	24,100	D	\$ 54.85	359,230	D	
Common Stock	02/27/2006	S	5,500	D	\$ 54.86	353,730	D	
Common Stock	02/27/2006	S	14,500	D	\$ 54.87	339,230	D	
Common Stock	02/27/2006	S	7,900	D	\$ 54.88	331,330	D	
Common Stock	02/27/2006	S	3,400	D	\$ 54.89	327,930	D	
Common Stock	02/27/2006	S	57,635	D	\$ 54.9	270,295	D	
Common Stock	02/27/2006	S	3,100	D	\$ 54.91	267,195	D	
Common Stock	02/27/2006	S	6,100	D	\$ 54.93	261,095	D	
Common Stock						4,535.66	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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SEC 1474
(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount

Employee

Stock

Option (Right to Buy)

\$ 30.892 02/27/2006

M

65,688 02/22/2002⁽²⁾ 02/22/2009

Common Stock

65

Employee

Stock

Option (Right to Buy)

\$ 38.224 02/27/2006

M

150,000 02/28/2002⁽³⁾ 02/28/2010

Common Stock

150

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY ALFRED F JR
3 WORLD FINANCIAL CENTER
200 VESEY ST, AMERICAN EXPRESS
TOWER
NEW YORK, NY 10285

Member, Global Leadership Team

Signatures

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

03/01/2006

__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) 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.
- (2) 57,120 of these options became exercisable on 2/22/2002, and the balance became exercisable on 2/22/2003.
- (3) 68,544 of these options became exercisable on 2/28/2002, an additional 68,544 became exercisable on 2/28/2003, and the remaining 12,912 became exercisable on 2/28/2004.

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