

AMERICAN ELECTRIC POWER CO INC
 Form 4
 May 05, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 TIERNEY BRIAN X

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN ELECTRIC POWER CO INC [AEP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1 RIVERSIDE PLAZA
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2014

____ Director
 Officer (give title below) _____ Other (specify below)
 Executive VP, CFO

COLUMBUS, OH 43215

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	05/01/2014		F		2,511 (1)	D	\$ 53.87 (4)
Common Stock	05/01/2014		F		3,234 (2)	D	\$ 53.87 (4)
Common Stock	05/01/2014		M		4,265 (3)	A	\$ 52.082 (5)
Common Stock	05/01/2014		F		2,045	D	\$ 52.082 (5)
	05/01/2014		D		2,220	D	

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(2) A portion of Mr. Tierney's restricted stock units (6,743) that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 3,234 restricted stock units were withheld to satisfy the reporting person's tax liability.

A portion of Mr. Tierney's restricted stock units (4,265) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 2,045 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.

(4) Value is based on share price of \$53.87 which was the closing price of the stock.

(5) Value is based on 20 day average closing price of \$52.082.

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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