#### AMERICAN EXPRESS CO

Form 4 May 01, 2006

## FORM 4

Check this box

if no longer

Section 16.

Form 4 or

obligations

may continue.

Form 5

subject to

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

Washington, D.C. 20549

# 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*\*
PARENT LOUISE M

2. Issuer Name **and** Ticker or Trading Symbol

AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Last) (First) (Middle)

(Street)

(State)

(Zin)

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

04/27/2006

(Check all applicable)

Director \_\_\_\_\_ 10% Owner

EVP, General Counsel

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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burden hours per

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

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

\_X\_\_ Officer (give title

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person \_\_\_\_ Form filed by More than One Reporting

NEW YORK, NY 10285

(City)

Person

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ities Acqui	red, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 a	of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	04/27/2006		M	188,496	A	\$ 30.892	497,345.2615	D	
Common Stock	04/27/2006		M	188,496	A	\$ 38.224	685,841.2615	D	
Common Stock	04/27/2006		S	19,400	D	\$ 52.65	666,441.2615	D	
Common Stock	04/27/2006		S	19,100	D	\$ 52.66	647,341.2615	D	
Common Stock	04/27/2006		S	38,900	D	\$ 52.68	608,441.2615	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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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	h/Day/Year) Execution Date, if		orDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Employee Stock Option (Right to Buy)	\$ 30.892	04/27/2006	M			188,496	02/22/2001(1)	02/22/2009	Common Stock	188
Employee Stock Option (Right to Buy)	\$ 38.224	04/27/2006	M			188,496	02/28/2002(1)	02/28/2010	Common Stock	188

## **Reporting Owners**

Reporting Owner Name / Address

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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