

SANDOR RICHARD L  
Form 4  
April 01, 2003

**FORM 4**

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

| 1. Name and Address of Reporting Person*<br><b>Sandor, Richard L.</b><br>(Last) (First) (Middle)<br><b>c/o Environmental Financial Products LLC</b><br><b>111 W. Jackson Blvd., 14th Floor</b><br>(Street)<br><b>Chicago, IL 60604</b><br>(City) (State) (Zip) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>American Electric Power Company, Inc. (AEP)</b> |   |   | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br><input type="checkbox"/> Other (specify below) |                                   |
|--|--------------------------------------|--|---|---|---|--|-----------------------------------|
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  |                                      |  | 4. Statement for Month/Day/Year<br><b>03/31/03</b>  |   |   | 7. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |                                   |
| <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>  |                                      |  | 5. If Amendment, Date of Original (Month/Day/Year)  |   |   |  |                                   |
| 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 & 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)   | 7. Nature of Ownership (Instr. 4) |
|  |                                      |  | Code V  | Amount (A) or (D)   | Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**FORM 4 (continued) 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|--|--|
|  |  |                                      |  |                                |  |  |   |  |  |  |  |

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|                           |                |                 |  | (Instr. 3, 4 & 5) |   |            | Date Exer-cisable | Expira-tion Date | Title               | Amount or Number of Shares |                | Indirect (I) (Instr. 4)    |          |
|---------------------------|----------------|-----------------|--|-------------------|---|------------|-------------------|------------------|---------------------|----------------------------|----------------|----------------------------|----------|
|                           |                |                 |  | Code              | V | (A)        |                   |                  |                     |                            |                |                            | (D)      |
| <b>Phantom Stock Unit</b> | <sup>(1)</sup> | <b>03/31/03</b> |  | <b>A</b>          |   | <b>191</b> |                   |                  | <b>Common Stock</b> | <b>191</b>                 | <sup>(1)</sup> | <b>4,127<sup>(2)</sup></b> | <b>D</b> |

Explanation of Responses:

- (1) Acquisition pursuant to the AEP Deferred Compensation and Stock Plan for Non-Employee Directors.
- (2) Includes 107 units of reinvested dividends in 2003 pursuant to a dividend reinvestment feature of the Plan.

By: /s/ Kevin R. Fease, Attorney-in-Fact for Richard L. Sandor      04/01/03  
 Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.  
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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POWER OF ATTORNEY

RICHARD L. SANDOR

The undersigned hereby appoints Jeffrey D. Cross, Thomas G. Berkemeyer, William E. Johnson and Kevin R. Fease, and each of them, to be the undersigned's true and lawful attorneys-in-fact, for undersigned, and in the undersigned's name, place and stead to execute, acknowledge, deliver and Forms 4 and 5 (including amendments thereto) with respect to securities of American Electric Power Company, Inc. and its subsidiaries (collectively "AEP"), required to be filed with the Securities Exchange Commission, national securities exchanges and AEP pursuant to Section 16(a) of the Securities Exchange Act of 1934 and Section 17(a) of the Public Utility Holding Company Act of 1935 and the and regulations thereunder, granting to AEP full power and authority to perform all acts necessary the completion of such purposes.

The undersigned agrees that the attorneys-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorneys-in-fact. The undersigned acknowledges foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is AEP assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 or Section 17 of the Public Utility Holding Company Act of 1935.

The validity of this Power of Attorney shall not be affected in any manner by reason of the execution at any time, of other powers of attorney by the undersigned in favor of persons other than those named herein.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by AEP, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of January, 2003.

/s/ Richard L. Sandor  
Richard L. Sandor