

AMERICAN EXPRESS CO  
Form 4  
January 31, 2017

**FORM 4**

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHENAULT KENNETH I**  
  
(Last) (First) (Middle)  
  
200 VESEY STREET, AMERICAN EXPRESS TOWER  
  
(Street)  
  
NEW YORK, NY 10285-5001  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN EXPRESS CO [AXP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**01/28/2017**

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)  
**Chairman & CEO**

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  | (A) or (D)   | Price   |
| Common Stock                    | 01/28/2017                           |  | A <sup>(1)</sup>               |   | 78,361  | A  | \$ 76.85  |
| Common Stock                    | 01/28/2017                           |  | F <sup>(2)</sup>               |   | 43,742  | D  | \$ 76.85  |
| Common Stock                    |                                      |  |                                |   | 67,568  | I  | by trust fbo children                                 |
| Common Stock                    |                                      |  |                                |   | 59,122  | I  | by trust fbo children                                 |
| Common Stock                    |                                      |  |                                |   | 26,148  | I  | By Wife   |

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|              |                         |   |                           |
|--------------|-------------------------|---|---------------------------|
| Common Stock | 24,631.8 <sup>(3)</sup> | I | By 401(k) Plan            |
| Common Stock | 4,158                   | I | Wife As Trustee/custodian |
| Common Stock | 2,850                   | I | by son                    |

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

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**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                              |
| Employee Stock Option (Right to Buy)       | \$ 86.64   | 01/28/2017                           |  | A <sup>(4)</sup>               | 78,361  | 01/28/2017 01/28/2024                                    | Common Stock 78,361   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| CHENAULT KENNETH I<br>200 VESEY STREET, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285-5001 | X             |           | Chairman & CEO |       |

## Signatures

/s/ Carol V. Schwartz, attorney-in-fact 01/31/2017

\*\*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) Represents shares acquired pursuant to vesting of Restricted Stock Units ("performance units") that were granted to the reporting person in January 2014 and have vested based on the Company's 2014-16 return on average equity performance.
- (2) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of Restricted Stock Units.
- (3) Shares held in reporting person's account under the Company's Retirement 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.
- (4) The reported acquisition represents the vesting of Stock Options that were granted to the reporting person in January 2014. These options became exercisable on January 28, 2017 based on the Company's positive cumulative net income over the three year performance period.

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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