

AMERICAN EXPRESS CO  
Form 4  
February 15, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
**HAYES JOHN D**

(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)

**02/13/2006**

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)  
EVP, Advertising

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2006		M		\$ 34,272 A 19.385	103,847	D
Common Stock	02/13/2006		M		\$ 123,379 A 25.649	227,226	D
Common Stock	02/13/2006		M		\$ 123,379 A 30.892	350,605	D
Common Stock	02/13/2006		S		\$ 53.2	233,087	D
Common Stock	02/13/2006		S		\$ 53.19	232,987	D

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Common Stock	02/13/2006	S	4,500	D	\$ 53.17	228,487	D	
Common Stock	02/13/2006	S	1,200	D	\$ 53.16	227,287	D	
Common Stock	02/13/2006	S	10,100	D	\$ 53.15	217,187	D	
Common Stock	02/13/2006	S	300	D	\$ 53.14	216,887	D	
Common Stock	02/13/2006	S	2,000	D	\$ 53.13	214,887	D	
Common Stock	02/13/2006	S	5,200	D	\$ 53.12	209,687	D	
Common Stock	02/13/2006	S	5,700	D	\$ 53.11	203,987	D	
Common Stock	02/13/2006	S	17,900	D	\$ 53.1	186,087	D	
Common Stock	02/13/2006	S	2,900	D	\$ 53.09	183,187	D	
Common Stock	02/13/2006	S	3,000	D	\$ 53.08	180,187	D	
Common Stock	02/13/2006	S	8,200	D	\$ 53.07	171,987	D	
Common Stock	02/13/2006	S	3,600	D	\$ 53.06	168,387	D	
Common Stock	02/13/2006	S	15,500	D	\$ 53.05	152,887	D	
Common Stock	02/13/2006	S	4,800	D	\$ 53.04	148,087	D	
Common Stock	02/13/2006	S	3,400	D	\$ 53.03	144,687	D	
Common Stock	02/13/2006	S	49,900	D	\$ 53	94,787	D	
Common Stock	02/13/2006	S	4,200	D	\$ 53.01	90,587	D	
Common Stock	02/13/2006	S	11,400	D	\$ 53.02	79,187	D	
Common Stock						2,192	I	By Isp Trust

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

**Persons who respond to the collection of information contained in this form are not**

SEC 1474  
(9-02)

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (Right to Buy)	\$ 19.385	02/13/2006		M	34,272	02/23/2000	02/23/2007	Common Stock	34
Employee Stock Option (Right to Buy)	\$ 25.649	02/13/2006		M	123,379	02/23/1999 <sup>(1)</sup>	02/22/2008	Common Stock	123
Employee Stock Option (Right to Buy)	\$ 30.892	02/13/2006		M	123,379	02/22/2001 <sup>(1)</sup>	02/21/2009	Common Stock	123

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

HAYES JOHN D  
3 WORLD FINANCIAL CENTER  
200 VESEY ST, AMERICAN EXPRESS TOWER  
NEW YORK, NY 10285

EVP, Advertising

## Signatures

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

02/15/2006

\*\*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."

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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