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| AMERICAN Form 4 | N EXPRESS CO | | | | | | | | | | |
|---|---|---|----------------|--------------|------------|--|---|--------------------|----------------|---|--|
| April 05, 20 | 05 | | | | | | | | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | | OMB AF | PROVAL | |
| UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMMISSION | OMB Number: | Number:3235-0287Expires:January 31, 2005Estimated average burden hours per response0.5 | |
| Check th if no long subject to Section 1 Form 4 c Form 5 obligatio may con <i>See</i> Instr | ger o 16. or Filed pur ons tinue. | 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 20(b) of the Investment Company Act of 1040 | | | | | | | | | |
| 1(b). | | | | | | | | | | | |
| (Print or Type] | Responses) | | | | | | | | | | |
| 1. Name and A FAIRBAIR | Person <u>*</u> | β | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| (Last) AMERICA TOWERAM T, 3 WORL CENTER3 | | 3. Date of Earliest Transaction (Month/Day/Year) 04/01/2005 | | | | | Director 10% Owner Officer (give title Other (specify below) below) EVP, Human Resources | | | | |
| NEW YOR | Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Secur | ities Acaı | ired, Disposed of, | or Beneficial | lv Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | ed Date, if | 3. | 4. Securit | ies Ac ed of (| equired (A) |) 5. Amount of | 6. | 7. Nature of | |
| Common Shares | 04/01/2005 | 04/01/20 | 005 | F <u>(1)</u> | 36,599 | D | \$ 51.395 | 174,400 | D | | |
| Common Shares | | | | | | | | 1,518 | I | by ISP trust ⁽²⁾ | |

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 required to respond unless the form displays a currently valid OMB control number.

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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) | Code | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date | 7. Titl Amou Under Secur (Instr. | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|--------|---|---------------------|--------------------|--|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|----------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| FAIRBAIRN URSULA F AMERICAN EXPRESS TOWERAMERICAN EXPRESS T 3 WORLD FINANCIAL CENTER3 WORLD FINANCIA NEW YORK, NY 10285-5003 | | | EVP, Human Resources | | | |
| Signatures | | | | | | |

Ursula F. 04/05/2005 Fairbairn

<u>**</u>Signature of Reporting Person Date

ure of Person

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) The reported disposition represents the surrender of shares to satisfy tax obligations arising from the vesting of restricted sto ck.
- (2) Shares held in reporting person's account under the Company's Incentive Savings Plan as of April 4, 2005. 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.