

BOWEN WILLIAM G  
Form 4  
January 10, 2006

**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 \*  
BOWEN WILLIAM G

(Last) (First) (Middle)

AMERICAN EXPRESS  
COMPANY, 200 VESEY STREET,  
WORLD FINANCIAL CENTER

(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)

01/06/2006

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)

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                    | 01/06/2006                           |                                                    | M                              |                                                                   | 3,427  | A          | \$ 39.309                                                                                     | 32,570.6293                                              | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 4,300                                                    | I                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 3,420                                                    | I                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 9,420                                                    | I                                                     |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | Co-trustee                                            |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By Trust <sup>(1)</sup>                               |
|                                 |                                      |                                                    |                                |                                                                   |        |            |                                                                                               |                                                          | By Spouse                                             |

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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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------|
| Director<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 39.309                                                          | 01/06/2006                              |                                                             | M                                    | 3,427                                                                                                           | 04/26/2000 04/26/2009                                          | Common<br>Stock                                                     | 3,427                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

BOWEN WILLIAM G  
AMERICAN EXPRESS COMPANY  
200 VESEY STREET, WORLD FINANCIAL CENTER  
NEW YORK, NY 10285

X

## Signatures

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

01/10/2006

\_\_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) On January 30, 2004, the reporting person contributed these shares of common stock to a charitable remainder trust of which the reporting person is a trustee and of which the reporting person and his wife are beneficiaries. The reporting person continues to report beneficial ownership of all of the AXP common stock held by the trust but disclaims beneficial ownership except to the extent of his and his wife's pecuniary interest therein.

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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