

Glenn William H
Form 3
October 02, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Glenn William H | | | (Month/Day/Year) | | AMERICAN EXPRESS CO [AXP] | |
| (Last) | (First) | (Middle) | 09/22/2008 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 200 VESEY STREET | | | | | (Check all applicable) | |
| (Street) | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| NEW YORK,Â NYÂ 10285 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 25,269 | D | Â |
| Common Stock | 157 ⁽¹⁾ | I | 401(k) Plan |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|-------------------------------------------------------|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------------------|---------------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | 09/04/2005 | 09/03/2012 | Common Stock | 15,308 | \$ 29.814 | D | Â |
| Employee Stock Option (Right to Buy) | 01/27/2007 | 01/26/2013 | Common Stock | 34,272 | \$ 29.239 | D | Â |
| Employee Stock Option (Right to Buy) | 01/26/2005 ⁽²⁾ | 01/25/2014 | Common Stock | 68,544 | \$ 43.977 | D | Â |
| Employee Stock Option (Right to Buy) | 01/24/2006 ⁽²⁾ | 01/23/2015 | Common Stock | 26,275 | \$ 45.768 | D | Â |
| Employee Stock Option (Right to Buy) | 01/24/2006 ⁽²⁾ | 01/23/2015 | Common Stock | 34,272 | \$ 45.768 | D | Â |
| Employee Stock Option (Right to Buy) | 07/25/2006 ⁽²⁾ | 07/24/2015 | Common Stock | 19,421 | \$ 48.083 | D | Â |
| Employee Stock Option (Right to Buy) | 01/23/2007 ⁽²⁾ | 01/22/2016 | Common Stock | 110,000 | \$ 51.865 | D | Â |
| Employee Stock Option (Right to Buy) | 01/25/2010 ⁽³⁾ | 01/24/2017 | Common Stock | 200,000 | \$ 57.77 | D | Â |
| Employee Stock Option (Right to Buy) | 01/25/2008 ⁽²⁾ | 01/24/2017 | Common Stock | 100,000 | \$ 57.77 | D | Â |
| Employee Stock Option (Right to Buy) | 07/31/2008 ⁽²⁾ | 07/30/2017 | Common Stock | 15,000 | \$ 58.54 | D | Â |
| Employee Stock Option (Right to Buy) | 01/31/2009 ⁽²⁾ | 01/30/2018 | Common Stock | 115,000 | \$ 49.13 | D | Â |
| Phantom Stock Units | Â ⁽⁴⁾ | Â ⁽⁴⁾ | Common Stock | 138 ⁽⁵⁾ | \$ ⁽⁶⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Glenn William H 200 VESEY STREET NEW YORK, NY 10285 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ William H. Glenn by Stephen P. Norman,
attorney-in-fact

09/30/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- (2) These shares become exercisable in four cumulative annual installments of 25% each beginning on date shown as "Date Exercisable."
- (3) These shares become exercisable in three annual installments beginning on date shown as "Date Exercisable."
- (4) The units are to be settled following the reporting person's retirement or other termination of service.
- (5) The reported phantom stock units were acquired under the Company's Supplemental Retirement Plan.
- (6) The phantom stock converts into common stock on a one-for-one basis.

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Remarks:

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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