

CHENAULT KENNETH I

Form 4

December 18, 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)

12/14/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common<br>Stock                       | 12/14/2017                              |                                                             | M                                    | V Amount<br>118,000                                                     | (A)<br>or<br>(D) A<br>\$ 16.71                                                                                     | 1,178,333                                                               | D                                                           |
| Common<br>Stock                       | 12/14/2017                              |                                                             | S <sup>(1)</sup>                     | V Amount<br>96,440                                                      | (A)<br>or<br>(D) D<br>\$ 97.3 <sup>(2)</sup>                                                                       | 1,081,893                                                               | D                                                           |
| Common<br>Stock                       | 12/14/2017                              |                                                             | G                                    | V Amount<br>5,087                                                       | (A)<br>or<br>(D) D<br>\$ 1,076,806                                                                                 | 1,076,806                                                               | D                                                           |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 67,568                                                                                                             | I                                                                       | KIC GST Trust                                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 46,748 <sup>(4)</sup>                                                                                              | I                                                                       | Shares held by<br>wife                                      |

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|              |                          |   |                           |
|--------------|--------------------------|---|---------------------------|
| Common Stock | 38,522 <sup>(4)</sup>    | I | Kathryn GST Trust         |
| Common Stock | 24,940.92 <sup>(5)</sup> | I | By 401(k) Plan            |
| Common Stock | 4,158                    | I | Wife As Trustee/custodian |
| Common Stock | 2,850                    | I | Shares held by son        |

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.**

SEC 1474  
(9-02)

**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 of Underlying Shares |
| Employee Stock Option (Right to Buy)       | \$ 16.71                                               | 12/14/2017                           |                                                    | M                              |                                                                                         | 118,000                                                  |     | 01/29/2010 <sup>(6)</sup>                                   | 01/29/2019      | Common Stock | 118,000                     |

## 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/ Tangela S. Richter,  
attorney-in-fact

12/18/2017

                     \*\*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) The reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercise reported above and the sale of 50% of the net shares acquired from this exercise; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.23 to \$97.46. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) The reported disposition represents a bona fide charitable gift made by the reporting person.
- (4) This balance reflects a transfer of 20,600 shares from the Kathryn GST Trust to his wife's individual brokerage account.
- (5) 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.
- (6) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

### Remarks:

Prior to the transactions reported on this Form 4, Mr. Chenault directly and indirectly beneficially owned a total of 1,245,119.9

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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