

AMERICAN ELECTRIC POWER CO INC

Form 4

May 03, 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

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCullough Mark C

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN ELECTRIC POWER  
CO INC [AEP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Executive Vice President

AMERICAN ELECTRIC POWER, 1  
RIVERSIDE PLAZA

(Street)

4. If Amendment, Date Original  
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

COLUMBUS, OH 43215

(City) (State) (Zip)

**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	05/01/2017		M		1,092 (1)	A	\$ 67.64 (4)
Common Stock	05/01/2017		F		534	D	\$ 67.64 (4)
Common Stock	05/01/2017		D		558	D	\$ 67.64 (4)
Common	05/01/2017		M		1,027	A	\$ 1,027

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Stock			<u>(2)</u>		67.64		
					<u>(4)</u>		
Common Stock	05/01/2017	F	502	D	\$ 67.64	525	D
					<u>(4)</u>		
Common Stock	01/02/2017	D	525	D	\$ 67.64	0	D
					<u>(4)</u>		
Common Stock	05/02/2017	M	<u>1,154</u>	A	\$ 67.64	1,154	D
			<u>(3)</u>		<u>(4)</u>		
Common Stock	05/01/2017	F	564	D	\$ 67.64	590	D
					<u>(4)</u>		
Common Stock	05/01/2017	D	590	D	\$ 67.64	0	D
					<u>(4)</u>		

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/01/2017		M		1,092		05/01/2017	05/01/2017	Common Stock	1,092
Restricted Stock Units	(2)	05/01/2017		M		1,027		05/01/2017	05/01/2017	Common Stock	1,027
	(3)	05/01/2017		M		1,154		05/01/2017	05/01/2017		1,154

Restricted  
Stock  
Units

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCullough Mark C AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive Vice President	

## Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C.  
McCullough

05/03/2017

\_\_\_\_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).
  - A portion of Mr. McCullough's restricted stock units (1,092) that were granted on 12/10/2013 vested on 5/1/2017. Upon vesting, 534
  - (1) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - A portion of Mr. McCullough's restricted stock units (1,027) that were granted on 2/24/2015 vested on 5/1/2017. Upon vesting, 502
  - (2) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - A portion of Mr. McCullough's restricted stock units (1154) that were granted on 2/23/2016 vested on 5/1/2017. Upon vesting, 564
  - (3) restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - (4) Value is based on 20 day average closing price of \$67.64.

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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