

JORDAN VERNON E JR
 Form 4
 November 29, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 JORDAN VERNON E JR

2. Issuer Name and Ticker or Trading Symbol
 AMERICAN EXPRESS CO [AXP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 LAZARD FRERES AND CO.
 LLC, 30 ROCKEFELLER PLAZA,
 62ND FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/24/2010

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Advisor to the Board

NEW YORK, NY 10020

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/24/2010 | | M | A | 3,427 | \$ 35.565 | 46,210 D |
| Common Stock | 11/24/2010 | | M | A | 3,427 | \$ 37.714 | 49,637 D |
| Common Stock | 11/24/2010 | | S | D | 6,854 | \$ 42.4 | 42,783 D |

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

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SEC 1474 (9-02)

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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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Director Stock Option (Right to Buy) | \$ 35.565 | 11/24/2010 | | M | 3,427 | 04/23/2002 ⁽¹⁾ 04/22/2011 | Common Stock 3,427 |
| Director Stock Option (Right to Buy) | \$ 37.714 | 11/24/2010 | | M | 3,427 | 04/22/2003 ⁽¹⁾ 04/21/2012 | Common Stock 3,427 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|----------------------|
| | Director | 10% Owner | Officer | Other |
| JORDAN VERNON E JR LAZARD FRERES AND CO. LLC 30 ROCKEFELLER PLAZA, 62ND FLOOR NEW YORK, NY 10020 | | | | Advisor to the Board |

Signatures

/s/ Michael G. Kuchs,
attorney-in-fact
11/29/2010

__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) These options became exercisable in three annual installments beginning on the date shown as "Date Exercisable."

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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