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AKERSON DANIEL F

Form 4

April 29, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person
 Daniel F. Akerson
 XO Communications, Inc.
 11111 Sunset Hills Road, 5th Floor
 VA, Reston 20190
2. Issuer Name and Ticker or Trading Symbol
 American Express Company (AXP)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
 4/28/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
Common Shares					42676

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version Price of Deriva- tive Secu- rity	3. Trans- action Date Year	3A. Deemed Execu- tion Date Year	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6. Date Exer- cisable and Expiration Date Date Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. P of vat Sec rit
Share Equival	1-for-1	4/28/ 2	4/28/	A	1000	A 1	Common Share	1000

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ent Units		003	2003						s		

Explanation of Responses:

1. The reported share equivalent units were acquired pursuant to the Company's 2003 Share Equivalent Unit Plan for Directors and will be settled in cash following termination of service as a Director.

SIGNATURE OF REPORTING PERSON

Daniel F. Akerson

Daniel F. Akerson