

AMERICAN EXPRESS CO
 Form 5/A
 February 14, 2008

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Linville Judson C

(Last) (First) (Middle)

3 WORLD FINANCIAL
 CENTER, 200 VESEY STREET,
 AMERICAN EXPRESS TOWER

(Street)

NEW YORK, NY

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/13/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO, U.S. Consumer Division

6. Individual or Joint/Group Reporting

(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 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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | 12/18/2007 | ^ | G | 232 | D | \$ 0 | 45,983 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,811 | I | by spouse as custodian for children |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 27.1 | I | by 401(k) Trust |

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

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(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Phantom Stock Units | Â | 07/25/2007 | Â | J ⁽²⁾ | 23 Â | Â ⁽³⁾ / Â ⁽³⁾ | Common Stock | 23 \$ 61 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Linville Judson C 3 WORLD FINANCIAL CENTER 200 VESEY STREET, AMERICAN EXPRESS TOWER NEW YORK, NY | Â | Â | Â CEO, U.S. Consumer Division | Â |

Signatures

/s/ Stephen P. Norman,
attorney-in-fact

02/14/2008

**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 phantom stock converts into common stock on a one-for-one basis.
- (2) The reported phantom stock units were acquired under the Company's Supplemental Retirement Plan.
- (3) The units are to be settled upon the reporting person's retirement or other termination of service.
- (4) Includes phantom stock units acquired pursuant to a dividend reinvestment feature of the Company's Supplemental Retirement Plan.

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Remarks:

This filing has been amended to reflect charitable gifts inadvertently omitted from the original filing.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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