

Cornish David L  
 Form 3  
 May 24, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Cornish David L</p> <p>(Last) (First) (Middle)</p> <p>3 WORLD FINANCIAL CENTER,Â 200 VESEY STREET</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10285-5001</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/16/2011</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>AMERICAN EXPRESS CO [AXP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>
			<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10,833 <sup>(1)</sup>	D	Â
Common Stock	80 <sup>(2)</sup>	I	By 401(k) Plan

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Phantom Stock Units	Â (3)	Â (3)	Common Stock	17	\$ (4)	D	Â
Employee Stock Option (Right to Buy)	01/24/2006 <sup>(5)</sup>	01/24/2015	Common Stock	11,938	\$ 45.768	D	Â
Employee Stock Option (Right to Buy)	01/23/2007 <sup>(5)</sup>	01/23/2016	Common Stock	24,200	\$ 51.865	D	Â
Employee Stock Option (Right to Buy)	01/25/2008 <sup>(6)</sup>	01/25/2017	Common Stock	23,000	\$ 57.77	D	Â
Employee Stock Option (Right to Buy)	01/31/2009 <sup>(6)</sup>	01/31/2018	Common Stock	24,000	\$ 49.13	D	Â
Employee Stock Option (Right to Buy)	01/29/2010 <sup>(6)</sup>	01/29/2019	Common Stock	9,725	\$ 16.71	D	Â
Employee Stock Option (Right to Buy)	01/26/2011 <sup>(6)</sup>	01/26/2020	Common Stock	10,499	\$ 38.1	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cornish David L 3 WORLD FINANCIAL CENTER 200 VESEY STREET NEW YORK, NY 10285-5001	Â	Â	Â	Chief Accounting Officer

## Signatures

/s/ Michael G. Kuchs,  
attorney-in-fact

05/24/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 4,491 Restricted Stock Units which will be settled in common shares on the applicable vesting dates if all award requirements have been met.
- (2) 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.
- (3) The units are to be settled following the reporting person's retirement or other termination of service.
- (4) The phantom stock converts into common stock on a one-for-one basis.
- (5) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

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(6) These shares become exercisable in four cumulative annual installments of 25% each beginning on date shown as "Date Exercisable."

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**Remarks:**

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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