

CHENAULT KENNETH I  
Form 4  
December 18, 2017

**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 \*  
CHENAULT KENNETH I

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)  
200 VESEY STREET, AMERICAN EXPRESS TOWER  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/14/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

NEW YORK, NY 10285-5001

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/14/2017                           |  | M                              |   | 118,000   | A  | \$ 16.71  |
| Common Stock                    | 12/14/2017                           |  | S <sup>(1)</sup>               |   | 96,440  | D  | \$ 97.3 <sup>(2)</sup>                                |
| Common Stock                    | 12/14/2017                           |  | G                              | V   | 5,087   | D  | ③   |
| Common Stock                    |                                      |  |                                |   |   |  | 67,568  |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | KIC GST Trust   |
| Common Stock                    |                                      |  |                                |   |   |  | 46,748 <sup>(4)</sup>                                 |
|                                 |                                      |  |                                |   |   |  | I   |
|                                 |                                      |  |                                |   |   |  | Shares held by wife                                   |



## 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 reported disposition represents the sale of shares to cover the cost of exercise and withholding tax obligations arising from the stock option exercise reported above and the sale of 50% of the net shares acquired from this exercise; the reporting person will retain the balance of the net shares in accordance with the Company's retention guidelines for executive officers.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.23 to \$97.46. The reporting person undertakes to provide to American Express Company, any security holder of American Express Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within this range.
- (3) The reported disposition represents a bona fide charitable gift made by the reporting person.
- (4) This balance reflects a transfer of 20,600 shares from the Kathryn GST Trust to his wife's individual brokerage account.
- (5) 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.
- (6) These options became exercisable in four equal annual installments beginning on date shown as "Date Exercisable."

### Remarks:

Prior to the transactions reported on this Form 4, Mr. Chenault directly and indirectly beneficially owned a total of 1,245,119.9

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.