

AMERICAN ELECTRIC POWER CO INC

Form 4

May 05, 2014

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

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

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCullough Mark C

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN ELECTRIC POWER  
CO INC [AEP]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

AMERICAN ELECTRIC POWER, 1  
RIVERSIDE PLAZA

05/01/2014

Executive Vice President

(Street)

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

COLUMBUS, OH 43215

(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 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 Ownership (Instr. 4)
Common Stock	05/01/2014		F	545 <sup>(1)</sup> D	\$ 53.87 <sub>(4)</sub> 4,866	D	
Common Stock	05/01/2014		F	530 <sup>(2)</sup> D	\$ 53.87 <sub>(4)</sub> 4,336	D	
Common Stock	05/01/2014		M	992 <sup>(3)</sup> A	\$ 52.082 <sub>(5)</sub> 5,328	D	
Common Stock	05/01/2014		F	341 D	\$ 52.082 <sub>(5)</sub> 4,987	D	

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Common Stock	05/01/2014	D	651	D	\$ 52.082 (5)	4,336	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

SEC 1474  
(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. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	05/01/2014		M		992		05/01/2014	05/01/2014	Common Stock	992

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
McCullough Mark C AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215	Executive Vice President

## Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C.  
McCullough

05/05/2014

\*\*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).

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- (1) A portion of Mr. McCullough's restricted stock units (1,584) that were granted on 1/1/2011 vested on 5/1/2014. Upon vesting, 545 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. McCullough's restricted stock units (1,541) that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 530 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. McCullough's restricted stock units (992) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 341 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
- (4) Value is based on share price of \$53.87 which was the closing price of the stock.
- (5) Value is based on 20 day average closing price of \$52.082.

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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