

CHENAULT KENNETH I  
Form 4  
February 22, 2006

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

OMB APPROVAL

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**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

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10285

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    |                                      |  |                                |   | 27,600  | I  | By Wife   |
| Common Stock                    |                                      |  |                                |   | 14,903  | I  | By Grat II  |
| Common Stock                    |                                      |  |                                |   | 18,092  | I  | By Isp Trust <sup>(1)</sup>                           |
| Common Stock                    |                                      |  |                                |   | 43,611  | I  | Wife As Trustee/custodian                             |
| Common Stock                    |                                      |  |                                |   | 40,764  | I  | By Trust For Children                                 |

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|              |            |  |   |        |   |          |         |           |
|--------------|------------|--|---|--------|---|----------|---------|-----------|
| Common Stock |            |  |   |        |   | 86,000   | I       | GRAT 2005 |
| Common Stock |            |  |   |        |   | 222,971  | I       | In escrow |
| Common Stock | 02/21/2006 |  | S | 36,300 | D | \$ 54.11 | 695,162 | D         |
| Common Stock | 02/21/2006 |  | S | 37,400 | D | \$ 54.12 | 657,762 | D         |
| Common Stock | 02/21/2006 |  | S | 100    | D | \$ 54.13 | 657,662 | D         |
| Common Stock | 02/21/2006 |  | S | 2,000  | D | \$ 54.14 | 655,662 | D         |
| Common Stock | 02/21/2006 |  | S | 3,900  | D | \$ 54.15 | 651,762 | D         |
| Common Stock | 02/21/2006 |  | S | 3,100  | D | \$ 54.16 | 648,662 | D         |
| Common Stock | 02/21/2006 |  | S | 1,200  | D | \$ 54.17 | 647,462 | D         |
| Common Stock | 02/21/2006 |  | S | 900    | D | \$ 54.2  | 646,562 | D         |
| Common Stock | 02/21/2006 |  | S | 10,800 | D | \$ 54.26 | 635,762 | D         |
| Common Stock | 02/21/2006 |  | S | 5,000  | D | \$ 54.27 | 630,762 | D         |
| Common Stock | 02/21/2006 |  | S | 1,000  | D | \$ 54.29 | 629,762 | D         |
| Common Stock | 02/21/2006 |  | S | 1,300  | D | \$ 54.3  | 628,462 | D         |
| Common Stock | 02/21/2006 |  | S | 2,925  | D | \$ 54.45 | 625,537 | D         |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

| Derivative Security | Code | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|------|---|-----|------------------|-----------------|-------|----------------------------|------------------|
|                     |      | (A)   | (D) |                  |                 |       |                            |                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| CHENAULT KENNETH I<br>3 WORLD FINANCIAL CENTER<br>200 VESEY ST, AMERICAN EXPRESS TOWER<br>NEW YORK, NY 10285 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Stephen P. Norman, attorney-in-fact 02/22/2006  
 \*\*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) Shares held in reporting person's account under the Company's Incentive 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.

### Remarks:

This is the second of two Forms 4 filed to report transactions by the reporting person on February 21, 2006.

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.