

Linville Judson C
Form 5/A
February 17, 2009

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
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response... 1.0

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

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ

(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)
12/31/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
02/17/2009

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pri
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)			(Instr. 3 and 4)		Secu (Instr	
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Phantom Stock Units	Â	01/29/2008 ⁽²⁾	Â	J ⁽²⁾	252	Â	Â ⁽³⁾	Â ⁽³⁾	Common Stock	252	\$ 0

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

Signatures

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

02/17/2009

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 on 1/29/2008, 3/13/2008, 4/30/2008, 7/29/2008, and 10/29/08 at prices of \$47.80, \$42.70, \$48.20, \$37.52, and \$25.21 per share, respectively.

(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:

The original filing inadvertently overstated the number of phantom stock units acquired.

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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