

AMERICAN EXPRESS CO
Form DEFA14A
March 14, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

American Express Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on April 28, 2008.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The American Express Company Proxy Statement and 2007 Annual Report to Shareholders are available at www.proxyvote.com. If you want to receive paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 14, 2008 to facilitate timely delivery.

This Notice also constitutes Notice of the 2008 Annual Meeting of Shareholders.

To request materials: **Internet:** www.proxyvote.com **Telephone:** 1-800-579-1639 ****Email:** sendmaterial@proxyvote.com

**** If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the**

following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your

investment advisor.

You may access your proxy materials online by using your 12-digit Control Number(s).

AMERICAN EXPRESS COMPANY

Vote In Person

All shareholders of record (or holders in street name who have obtained a legal proxy) may vote in person at the Meeting.

Vote By Internet

To vote *now* by Internet, go to WWW.PROXYVOTE.COM. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time either on April 23, 2008 for shareholders in employee benefits plans, or on April 27, 2008, for all other shares. Have your notice in hand when you access the website and follow the instructions.

PAGE A (OF DUPLEX A/B)

Meeting Information

Meeting Type: Annual
Meeting Date: April 28, 2008
Meeting Time: 10:00 AM EDT
For holders as of: February 29, 2008
Matters to be Voted on: See Voting Items in this Notice

Meeting Location:

200 VESEY STREET
NEW YORK, NY 10285

Meeting Directions:

Our world headquarters, the site of the 2008 Annual Meeting of Shareholders, is located at 200 Vesey Street on the west side of Lower Manhattan in the World Financial Center.

Directions to attend the 2008 Annual Meeting of Shareholders and vote in person can be found on the last page of the American Express Company Proxy Statement.



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PAGE B (OF DUPLEX A/B)

Voting items

The Board of Directors recommends a vote FOR Items 1, 2, 3, 4a through 4d, and AGAINST Item 5. If no voting instructions are given the proxy will be voted as the Board of Directors recommends.

Item 1 - To Elect Directors

Nominees:

| | |
|--------------------|---------------------|
| (01) D.F. Akerson | (07) R.C. Levin |
| (02) C. Barshefsky | (08) R.A. McGinn |
| (03) U.M. Burns | (09) E.D. Miller |
| (04) K.I. Chenault | (10) S.S. Reinemund |
| (05) P. Chernin | (11) R.D. Walter |
| (06) J. Leschly | (12) R.A. Williams |

Item 2 - A proposal to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2008.

Item 3 - A proposal to amend the Certificate of Incorporation to require a majority vote for the election of Directors in non-contested elections.

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Items 4a through 4d - Proposals to amend the Certificate of Incorporation to eliminate statutory supermajority voting for the following actions:

- 4a. Merger or consolidation.
 - 4b. Sale, lease, exchange or other disposition of all or substantially all of the Company's assets outside the ordinary course of business.
 - 4c. Plan for the exchange of shares.
 - 4d. Authorization of dissolution.
- Item 5** - A shareholder proposal relating to cumulative voting for Directors.

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NAME

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|---------------------------------|-----------------------|
| THE COMPANY NAME INC. - COMMON | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS A | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS B | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS C | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS D | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS E | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - CLASS F | 123,456,789,012.12345 |
| THE COMPANY NAME INC. - 401 K | 123,456,789,012.12345 |

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