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AMERICAN EXPRESS CO  
Form POS AM  
December 23, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 23, 2005

REGISTRATION NO. 333-113768

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 8  
TO  
FORM S-3  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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AMERICAN EXPRESS COMPANY  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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NEW YORK  
(STATE OR OTHER JURISDICTION OF INCORPORATION  
OR ORGANIZATION)

13-4922250  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

WORLD FINANCIAL CENTER, 200 VESEY STREET  
NEW YORK, NEW YORK 10285  
(212) 640-2000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----

LOUISE M. PARENT, ESQ.  
EXECUTIVE VICE PRESIDENT AND GENERAL COUNSEL  
200 VESEY STREET  
NEW YORK, NEW YORK 10285  
(212) 640-2000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

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DAVID S. CARROLL, ESQ.  
GROUP COUNSEL  
AMERICAN EXPRESS COMPANY  
200 VESEY STREET  
NEW YORK, NEW YORK 10285  
(212) 640-2000

LESLIE N. SILVERMAN, ESQ.  
CRAIG B. BROD, ESQ.  
CLEARY GOTTLLIEB STEEN & HAMILTON LLP  
ONE LIBERTY PLAZA  
NEW YORK, NEW YORK 10006  
(212) 255-2000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this Registration Statement, as determined in light of market conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ] \_\_\_\_\_

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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Pursuant to the registrant's undertaking in Item 17 of Part II of this registration statement as originally filed, the registrant hereby removes from registration the unsold portion of securities registered hereunder.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant

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certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment number eight to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 23rd day of December, 2005.

AMERICAN EXPRESS COMPANY

By /S/ STEPHEN P. NORMAN  
-----

STEPHEN P. NORMAN  
(AS ATTORNEY-IN-FACT)

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment number eight to the registration statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE ----
* ..... KENNETH I. CHENAULT	Chairman, Chief Executive Officer and Director	December 23, 2005
* ..... GARY CRITTENDEN	Executive Vice President and Chief Financial Officer	December 23, 2005
* ..... JOAN LORDI AMBLE	Senior Vice President and Comptroller (Chief Accounting Officer)	December 23, 2005
* ..... DANIEL F. AKERSON	Director	December 23, 2005
* ..... CHARLENE BARSHEFSKY	Director	December 23, 2005
* ..... WILLIAM G. BOWEN	Director	December 23, 2005
* ..... URSULA M. BURNS	Director	December 23, 2005
* ..... PETER R. DOLAN	Director	December 23, 2005

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*	Director	December 23, 2
.....		
VERNON E. JORDAN, JR.		
*	Director	December 23, 2
.....		
JAN LESCHLY		
*	Director	December 23, 2
.....		
RICHARD MCGINN		
*	Director	December 23, 2
.....		
EDWARD D. MILLER		

SIGNATURE -----	TITLE -----	DATE ----
*	Director	December 23, 2
.....		
FRANK P. POPOFF		
*	Director	December 23, 2
.....		
ROBERT D. WALTER		
*By /S/ STEPHEN P. NORMAN		December 23, 2
.....		
STEPHEN P. NORMAN (AS ATTORNEY-IN-FACT)		