

AMERICAN EXPRESS CO
Form 11-K
June 28, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2012

or

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from **to**
Commission file number **1-7657**

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

AMERICAN EXPRESS COMPANY

World Financial Center

200 Vesey Street

New York, New York 10285

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

Table of Contents

| | Page |
|---|-------------|
| <u>Report of Independent Registered Public Accounting Firm</u> | |
| <u>FINANCIAL STATEMENTS</u> | |
| <u>Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011</u> | 1 |
| <u>Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012</u> | 2 |
| <u>Notes to Financial Statements</u> | 3 |
| <u>SUPPLEMENTAL SCHEDULE*</u> | |
| <u>Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012</u> | 17 |
| <u>Signature</u> | 37 |
| <u>Exhibit Index</u> | E-1 |

* Other supplemental schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended, have been omitted because they are not applicable or not required.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Participants and Employee Benefits Administration Committee of

American Express Retirement Savings Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of American Express Retirement Savings Plan (the Plan) at December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Minneapolis, Minnesota
June 28, 2013

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Statements of Net Assets Available for Benefits

as of December 31, 2012 and 2011

| <i>(Thousands)</i> | 2012 | 2011 |
|--|------------------|------------------|
| Assets | | |
| Investments, at fair value: | | |
| Money market funds | \$ 44,078 | \$ 36,040 |
| Common stocks | 1,615,256 | 1,410,079 |
| Fixed income securities | 603 | 344 |
| Common/collective trusts | 541,944 | 418,121 |
| Mutual funds | 920,739 | 744,481 |
| Stable Value Fund | 652,700 | 665,003 |
| Total investments, at fair value | 3,775,320 | 3,274,068 |
| Due from brokers | 5,853 | 1,830 |
| Cash (non-interest bearing) | 5,796 | 145 |
| Receivables: | | |
| Notes receivable from participants | 101,139 | 102,610 |
| Investment income accrued | 198 | 1,434 |
| Employer contributions: | | |
| Profit sharing | 43,996 | 58,694 |
| Other than profit sharing | 28,140 | 26,944 |
| Employee contributions | | 3,857 |
| Total Assets | 3,960,442 | 3,469,582 |
| Liabilities | | |
| Accrued expenses | 1,251 | 2,446 |
| Due to brokers | 26,276 | 40,392 |
| Total Liabilities | 27,527 | 42,838 |
| Net assets reflecting investments at fair value | 3,932,915 | 3,426,744 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | (16,214) | (21,906) |
| Net assets available for benefits | \$ 3,916,701 | \$ 3,404,838 |

See accompanying notes to the financial statements.

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Statement of Changes in Net Assets Available for Benefits

for the Year Ended December 31, 2012

| <i>(Thousands)</i> | 2012 |
|---|---------------------|
| Contributions | |
| Employer | |
| Profit sharing | \$ 44,007 |
| Other than profit sharing | 126,203 |
| Employee | 148,344 |
| Rollovers | 10,284 |
| Total contributions | 328,838 |
| Investment income | |
| Net appreciation in fair value of investments | 410,326 |
| Interest and dividends | 73,351 |
| Other income | 1,112 |
| Total investment income | 484,789 |
| Interest on notes receivable from participants | 3,499 |
| Total additions to net assets | 817,126 |
| Withdrawal payments | (305,263) |
| Net increase in net assets available for benefits | 511,863 |
| Net assets available for benefits at beginning of year | 3,404,838 |
| Net assets available for benefits at end of year | \$ 3,916,701 |

See accompanying notes to the financial statements.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

1. Description of the Plan

General

The American Express Retirement Savings Plan (the Plan), which became effective June 11, 1973, is a defined contribution pension plan. Under the terms of the Plan, regular full-time and certain part-time employees of American Express Company and its participating subsidiaries (the Company) can make elective contributions to the Plan beginning as soon as practicable after their date of hire and are eligible to receive Company contributions, if any, upon completion of six months of service.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). The following is not a comprehensive description of the Plan, and therefore does not include all situations and limitations covered by the Plan. The Plan Document should be referred to for more complete information. In the event of a conflict between the following description and the Plan Document, the Plan Document shall control.

Administration

Wells Fargo Bank, N.A. is the Trustee and Recordkeeper for the Plan. The Plan is administered by the Company's Employee Benefits Administration Committee (EBAC) and the Company's Retirement Savings Plan Investment Committee (RSPIC). The Plan Document requires that the American Express Company Stock Fund be offered as an investment option. RSPIC has the power to select the other investment options available under the Plan and the manner in which certain investments of the Plan are invested. Subject to Plan limits, RSPIC has the power to appoint investment managers to make investment decisions. The members of EBAC are appointed by the Chief Executive Officer as authorized by the Compensation and Benefits Committee of the Board of Directors of the Company. Under the terms of the Plan Document, the members of RSPIC are appointed by the Vice President, Global Benefits.

Compensation

The participant compensation (commonly referred to as Total Pay) that is used in the calculation of Plan contributions generally includes an employee's base pay plus overtime, shift differentials, and most commissions and incentives. For participants above certain salary grades, as defined by the Plan, Total Pay does not include any incentive pay which, in the aggregate, is in excess of one times their base salary when calculating Company contributions.

For purposes of the Plan, compensation is limited to a participant's regular cash remuneration up to a maximum of \$250,000 and \$245,000 in 2012 and 2011, respectively, before tax deductions and certain other withholdings.

Contributions

The Plan currently provides for the following contributions:

Elective Contributions

Each pay period, participants may make Before-Tax Contributions and/or Roth Contributions, and/or After-Tax Contributions up to 10% of eligible compensation, or a combination, not to exceed 80% of their Total Pay, to the Plan through payroll deductions. Roth Contributions were introduced to the Plan as a special type of after-tax contribution that is subject to most of the same rules as pre-tax contributions. The Internal Revenue Code of 1986, as amended (the Code) imposes a limitation that is adjusted annually for cost of living increases on participants' pre-tax and Roth contributions to plans which are qualified under Code Section 401(k) and other specified tax favored plans. For 2012 and 2011, this limit was \$17,000 and \$16,500, respectively, for participants under age 50 and \$22,500 and \$22,000, respectively, for participants age 50 or older. The Plan complied with nondiscrimination requirements under the Code during 2012 and 2011 by utilizing the safe harbor design for deferrals and matching contributions in accordance with Sections 401(k)(12) and 401(m)(11) of the Code.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

Company Matching Contributions

The Company matches 100% of a participant's Before-Tax Contributions and/or Roth Contributions up to 5% of Total Pay after a participant's completion of six months of service.

Profit Sharing Contributions

Upon a participant's completion of six months of service, additional Company contributions up to 5% of a participant's Total Pay may be made annually at the Company's discretion which can be based, in part, on the Company's performance. Participants must be employed on the last working day of the Plan year (or be disabled under the terms of the Plan) to be eligible for any Profit Sharing Contributions made for that plan year. Profit Sharing Contributions to eligible participants are made regardless of whether the eligible participant contributes to the Plan. Profit Sharing Contributions for employees other than eligible Global Business Travel participants comprised 2.25% and 3.25% of participant Total Pay in 2012 and 2011, respectively. Eligible Global Business Travel participants received Profit Sharing Contributions equal to 1.00% of their Total Pay in 2012 and 2.00% of their Total Pay in 2011.

Qualified Non-elective Contributions

The Company may make Qualified Non-elective Contributions (QNEC). A QNEC is a discretionary, fully vested contribution. The Company may designate all or part of a Company profit sharing contribution as a QNEC. Alternatively, the Company may, in its sole discretion, make an additional contribution designated as a QNEC. Any QNECs are fully vested when made and distributable only under circumstances that permit distributions of pre-tax contributions or Roth contributions (excluding hardship withdrawals). QNECs may be allocated as a uniform percentage of eligible compensation for designated employees and may be restricted to only such employees employed on the last day of the plan year. Alternatively, the Company may direct that QNECs be allocated among specifically designated non-highly compensated employees in varying percentages of compensation as permitted by law.

Conversion Contributions

For eligible employees on the Company's United States payroll or on unpaid leave of absence on July 1, 2007 and who generally commenced service prior to April 1, 2007, the Company makes Conversion Contributions equal to a percentage of compensation. The amount of the participant's Conversion Contributions is based on his/her projected attained age plus completed years of service with the Company as of December 31, 2008 and varies depending on the division of employment. Conversion Contributions range from 0-8% of Total Pay.

Disability Contributions

Certain qualifying participants who become disabled, as defined in the Plan, are eligible to receive contributions similar to Company Conversion, Profit Sharing and/or Matching Contributions.

Transfer of Account Balances

A participant's account balance may be transferred among the Plan's investment options upon receipt of instructions from the participant. Account balances may be allocated among the Plan's investment options on a daily basis.

Participant Rollovers

A rollover contribution is a transfer to the Plan of a qualified distribution in accordance with the provisions of the Plan. Rollovers are accepted into the Plan, but are not subject to Company contributions. The Plan also allows in-Plan Roth conversion rollovers.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

Vesting

Participants are immediately vested in their elective Before-Tax, Roth and After-Tax Contributions and rollovers, if any, as well as the investment earnings on the foregoing. Other contributions become vested as set forth below:

Company Matching Contributions

Company Matching Contributions and investment earnings thereon are immediately 100% vested.

Profit Sharing Contributions

Currently, Profit Sharing Contributions and investment earnings thereon are 100% vested after three years of service or, if still employed by the Company or an affiliate at or after attainment of age 65, disability or death.

Qualified Non-elective Contributions

QNECs are immediately 100% vested.

Conversion Contributions

Conversion Contributions and investment earnings thereon are 100% vested after three years of service, or if still employed by the Company or an affiliate at or after attainment of age 65, disability or death.

Disability Contributions

Disability Contributions are always 100% vested as soon as they are deposited into the Plan.

Forfeitures

2012 Profit Sharing Contributions made to the Plan in March 2013 were reduced by \$1.7 million from forfeited account balances. Forfeitures of terminated participants' non-vested accounts are used to pay Plan expenses or to reduce future Company contributions. Forfeited non-vested balances were \$1.2 million as of both December 31, 2012 and 2011.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts and plan assets will be distributed in accordance with the Plan Document.

Notes Receivable from Participants

Notes Receivable from Participants (loans) are carried at their unpaid principal balance plus any accrued but unpaid interest. Participants are allowed to apply for a loan from the Plan for a minimum amount of \$500 up to the lesser of \$50,000 or 50% of their vested balance, subject to certain restrictions set forth in the Plan and the Code. General purpose loans are limited to terms of 59 months. Loans to purchase a principal residence have a maximum term of 359 months. Loan repayment amounts, including principal and interest, are deducted each pay period and allocated to participants' investment accounts in accordance with the election in effect for new contributions at the time of repayment.

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

Loans are collateralized by the participant's remaining vested account balance and the interest rate is fixed based on the prime rate for the month prior to the month in which the loan request is processed. In the event of a loan default, EBAC may direct the Trustee to treat the outstanding loan balance as an early withdrawal of funds from the Plan, thereby subjecting the participant to income tax plus any penalties imposed by the Code based on the loan balance. Loans outstanding to participants at December 31, 2012 carried interest rates varying from 3.25% to 9.50% and will mature at various dates through October 2042. Effective September 1, 2012, there was a change in the interest rate determination from prime rate to prime rate plus one percent.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

Tax Deferrals

As long as the Plan remains qualified and the related Trust (the Trust) remains tax exempt, amounts invested in the Plan through pre-tax participant and Company contributions and rollovers, as well as the investment earnings on such amounts, are not subject to federal income tax until distributed to the participant. After-tax contributions are taxed when contributed, with earnings taxed upon distribution. Roth contributions are taxed when contributed, and earnings on Roth contributions qualify for tax-free distribution if a participant (i) reaches age 59-1/2, dies or becomes disabled (as defined by federal law) and (ii) has a Roth contribution account with the Plan (or another plan from which a direct rollover of Roth contributions is received) for at least five taxable years. If those conditions are not met, earnings on Roth contributions are taxed when distributed.

Distributions and Withdrawals

Upon disability, death or retirement at or after attainment of the Plan's normal retirement age (65), participants or their beneficiaries are eligible to receive a distribution of the full value of their accounts. If employment ends for other reasons, participants are eligible to receive a distribution of their vested account balance. If employment ends, participants (or their beneficiaries) may elect to receive their vested balance as a lump sum cash amount, American Express Company common shares, if applicable, shares of any investment available through the Self-Directed Brokerage Account (SDA), or a combination of cash and shares. If the account balance is greater than \$1,000, a participant may elect to defer distribution until the April of the year following the year in which the participant attains age 70-1/2. If the account balance is \$1,000 or less, a distribution will be made in a lump sum following the end of employment. Participants may request a withdrawal of all or a portion of their vested account balance subject to limitations under the terms of the Plan and certain tax penalties imposed by the Code. Distributions and withdrawals are recorded when paid. Distributions may be rolled over to a qualified Individual Retirement Account (IRA) or other qualified employer retirement plan, if that plan allows rollovers.

Expenses

The Company, in its discretion, may pay certain administrative expenses, with any expenses not paid by the Company being charged to the Plan. Expenses related to investment funds, such as investment management fees, brokerage commissions, stock transfer, or other taxes and charges incurred in the purchase or sale of investments, are generally paid out of the applicable investment funds. Fees, commissions, and other charges and administrative expenses that are attributable to the investment funds as a whole are generally paid from the Trust. These expenses are included within net appreciation (depreciation) in fair value of investments on the Statement of Changes in Net Assets Available for Benefits. These expenses were \$14.5 million for the year ended December 31, 2012. Additional expenses are associated with the SDA and participants electing to invest through the SDA are charged directly for these fees through their SDA. The Trust does not pay any fees or expenses associated with the SDA.

2. Summary of Significant Accounting Policies

Use of Estimates

The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (GAAP). Accounting estimates are an integral part of the financial statements. These estimates are based, in part, on management's assumptions concerning future events. Among the more significant assumptions are those that relate to fair value measurements. These accounting estimates reflect the best judgment of management, but actual results could differ.

Investment Valuation and Income Recognition

Investments are reported at fair value. Investments traded on securities exchanges, including common stocks, preferred stocks and corporate debt instruments, are valued at the year-end closing market prices or, in the absence of a closing price, the last reported trade price at that date or the latest available date. U.S. Government

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

and agency securities, municipal bonds and foreign bonds are valued at closing bid quotations at the financial statement date or the latest available date. When quoted prices of identical investment securities in active markets are not available, the fair values for the Plan's fixed income securities are obtained primarily from pricing services engaged by the Plan's Trustee, and the Plan receives one price for each security.

Purchases and sales of securities are reflected on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis. As required by the Plan, all dividend and interest income is reinvested into the same investment funds in which the dividends and interest income arose with the exception of the American Express Company Stock Fund (the Fund) which is an Employee Stock Ownership Plan (ESOP). The ESOP holds shares of American Express Company stock on behalf of participants. Dividends are automatically reinvested in the Fund, unless participants elect that the dividends paid with respect to their interest in the Fund be distributed in cash in the form of withdrawal payments.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Recent Accounting Pronouncements

The Financial Accounting Standards Board (FASB) recent accounting standards applicable to the Plan are as follows:

The rollforward of Level 3 activity on a gross basis is a clarification of existing disclosure requirements related to the level of disaggregation to be used for assets and liabilities as well as disclosures on the inputs and valuation techniques used to measure fair value. The standard is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure requirements related to the Level 3 rollforward, which are effective for interim and annual periods beginning after December 15, 2010. The Plan adopted the standard October 1, 2010, except for the additional disclosures related to the Level 3 rollforward, which the Plan adopted October 1, 2011. The adoption did not impact the Plan's Statements of Net Assets Available for Benefits and Statements of Changes in Net Assets Available for Benefits.

In January 2010, the FASB updated the accounting standards related to disclosures on fair value measurements. The standard expands the current disclosure requirements to include additional detail about significant transfers between Levels 1 and 2 within the fair value hierarchy.

In May 2011, the FASB updated the accounting standards related to fair value measurement and disclosure requirements. The standard requires entities, for assets and liabilities measured at fair value in the Statement of Net Assets Available for Benefits which are Level 3 fair value measurements, to disclose quantitative information about unobservable inputs and assumptions used in the measurements, a description of the valuation processes in place, and a qualitative discussion about the sensitivity of the measurements to changes in unobservable inputs and interrelationships between those inputs if a change in those inputs would result in a significantly different fair value measurement. The standard is effective for annual periods beginning on or after December 15, 2011. The adoption did not have a material effect on the Plan's Statements of Net Assets Available for Benefits and Statements of Changes in Net Assets Available for Benefits.

Classification of Various Items

Certain reclassifications of prior period amounts have been made to conform to the current presentation. These other reclassifications did not have an impact on the Plan's financial position or change in net assets available for benefits.

Subsequent Events

The Plan has evaluated subsequent events for potential recognition and disclosure through the date the financial statements were issued.

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

3. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, based on the Plan's principal or, in the absence of a principal, most advantageous market for the specific asset or liability.

GAAP provides for a three-level hierarchy of inputs to valuation techniques used to measure fair value, defined as follows:

Level 1 Inputs that are quoted prices (unadjusted) for identical assets or liabilities in active markets that the Plan can access.

Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability, including:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Inputs that are unobservable and reflect the Plan's own assumptions about the assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances (e.g., internally derived assumptions surrounding the timing and amount of expected cash flows).

The Plan monitors the market conditions and evaluates the fair value hierarchy levels at least annually. For any transfers in and out of the levels of the fair value hierarchy, the Plan elects to disclose the fair value measurement at the beginning of the reporting period during which the transfer occurred.

Financial Assets Carried at Fair Value

The following table summarizes the Plan's financial assets measured at fair value on a recurring basis, categorized by GAAP's valuation hierarchy (as described above), as of December 31, 2012:

| Description (Thousands) | Total | Level 1 | Level 2 | Level 3 |
|--------------------------------|--------------|----------------|----------------|----------------|
| Money market funds | \$ 44,078 | \$ 44,078 | \$ | \$ |
| Common stocks | 1,615,256 | 1,615,256 | | |
| Fixed income securities | 603 | | 603 | |
| Common/collective trusts | | | | |
| Bond funds | 155,595 | | 155,595 | |
| Domestic equity funds | 386,349 | | 386,349 | |
| Mutual funds | | | | |
| Fixed income funds | 312,022 | 312,022 | | |
| Domestic equity funds | 136,803 | 136,803 | | |
| International equity funds | 471,914 | 471,914 | | |
| Stable Value Fund | | | | |
| Fixed income funds | 404,432 | | 404,432 | |
| Common/collective trusts | | | | |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | | | |
|--------------------|--------------|--------------|--------------|--------|
| Fixed income funds | 248,098 | 248,098 | | |
| Wrap agreements | 170 | | | 170 |
| Total | \$ 3,775,320 | \$ 2,580,073 | \$ 1,195,077 | \$ 170 |

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

The following table summarizes the Plan's financial assets measured at fair value on a recurring basis, categorized by GAAP's valuation hierarchy (as described above), as of December 31, 2011:

| Description (Thousands) | Total | Level 1 | Level 2 | Level 3 |
|--------------------------------------|---------------------|---------------------|---------------------|-----------------|
| Money market funds | \$ 36,040 | \$ 36,040 | \$ | \$ |
| Common stocks | 1,410,079 | 1,410,079 | | |
| Fixed income securities | 344 | | 344 | |
| Common/collective trusts | | | | |
| Bond funds | 123,342 | | 123,342 | |
| Domestic equity funds ^(a) | 294,779 | | 294,779 | |
| Mutual funds | | | | |
| Fixed income funds | 242,119 | 242,119 | | |
| Domestic equity funds ^(a) | 133,170 | 133,170 | | |
| International equity fund | 369,192 | 369,192 | | |
| Stable Value Fund | | | | |
| Fixed income funds | 512,152 | | 512,152 | |
| Common/collective trusts | | | | |
| Fixed income funds | 149,948 | | 149,948 | |
| Wrap agreements | 2,903 | | | 2,903 |
| Total | \$ 3,274,068 | \$ 2,190,600 | \$ 1,080,565 | \$ 2,903 |

(a) During 2011, the Vanguard Employee Benefit Index Fund was changed from a mutual fund to a common/collective trust, resulting in a transfer of approximately \$230 million from a Level 1 asset to a Level 2 asset of the fair value hierarchy.

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 financial instruments for the years ended December 31, 2012 and 2011:

| <i>(Thousands)</i> | 2012 | 2011 |
|--|---------------|-----------------|
| Balance, beginning of year | \$ 2,903 | \$ 2,367 |
| Net unrealized (losses) gains relating to instruments still held at the reporting date | (2,733) | 536 |
| Balance, end of year | \$ 170 | \$ 2,903 |

Unrealized gains included in changes in fair value above are reported in the net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits. There were no transfers in and/or out of the Plan's Level 3 assets for the periods ended December 31, 2012 and 2011.

Valuation Techniques Used in the Fair Value Measurement of Financial Assets Carried at Fair Value

For the financial assets measured at fair value on a recurring basis (categorized in the valuation hierarchy table above), the Plan applies the following valuation techniques:

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

Money market funds are valued by the net asset value (the NAV), which represents the exit price.

Overnight investments are valued at the redemption price, which approximates fair value.

Investments in American Express Company common stock, other stock and active publicly traded equity securities are valued at the official closing price of U.S. public exchanges or, if there is no official closing price that day, at the last reported trade price at that date or the latest available date. These investments are classified in Level 1 of the fair value hierarchy.

Mutual funds held within the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission under the Investment Company Act of 1940. These investments are required to make publicly available the daily NAV of the fund and to transact at this price. Hence, open-end mutual

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

funds transact at quoted prices. In addition, the mutual funds held by the Plan are actively traded. These investments are classified within Level 1 of the fair value hierarchy.

Common/collective trusts are investment funds formed by the pooling of investments by institutional investors, such as a group of not necessarily affiliated pension or retirement plans, typically with the intention of achieving cost savings over similar investment options such as mutual funds. Common/collective trusts are similar to mutual funds, with a named investment manager and documented investment objective. These investments, however, are non-registered (with the SEC, unlike mutual funds which are registered) and participation is not open to the public. The NAV is measured by the custodian or investment manager as of the close of regular daily trading. These investments are classified within Level 2 of the fair value hierarchy. When measuring the fair value of such funds, the NAV, as provided by the fund sponsor, is corroborated with observable inputs provided by pricing services for the securities. In certain instances, NAVs may require adjustments to more appropriately reflect the fair value.

When quoted prices of identical investment securities in active markets are not available, the fair values for the Plan's fixed income securities are obtained primarily from pricing services engaged by the Plan's Trustee, and the Plan receives one price for each security. The fair values provided by the pricing service are estimated using pricing models, where the inputs to those models are based on observable market inputs or recent trades of similar securities. The inputs to the valuation techniques applied by the pricing service vary depending on the type of security being priced but are typically benchmark yields, benchmark security prices, credit spreads, prepayment speeds, reported trades, and broker-dealer quotes, all with reasonable levels of transparency. The pricing service did not apply any adjustments to the pricing models used. In addition, the Plan did not apply any adjustments to the prices received from the pricing services. The Plan reaffirms its understanding of the valuation techniques used by its pricing services at least annually. In addition, the Plan corroborates the prices provided by its pricing services for reasonableness by comparing the prices from the respective pricing services to valuations obtained from different pricing sources as well as comparing prices to the sale prices received from sold securities. In instances where price discrepancies are identified between different pricing sources, the Plan evaluates such discrepancies to ensure that the prices used for its valuation represent the fair value of the underlying investment securities. As of December 31, 2012, the Plan's fixed income securities are classified within Level 2 of the fair value hierarchy.

Fully benefit-responsive investment contracts are valued at fair value within Level 2 of the fair value hierarchy, with an adjustment for contract value on the Statement of Net Assets Available for Benefits. Contract value represents the face amount of the contract plus interest at the contract rate. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because the contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan and the investment contract. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for the fully benefit-responsive investment contracts. Fair value for synthetic contracts is estimated based on the quoted market prices of the underlying fixed income securities. Wrap agreements are purchased to protect against the loss of value on the underlying fixed income securities. The wrap agreements are valued using a market approach methodology, which incorporates the difference between current market rates for agreement level wrap fees and the current wrap fee associated with the agreement. The adjustment to contract value represents the remaining difference between the combined fair value of underlying fixed income securities and the wrap agreements, versus the wrap agreement value. These wrap agreements are classified within Level 3 of the fair value hierarchy.

The fair values of these financial instruments are estimates based upon the market conditions and perceived risks as of December 31, 2012, and require management judgment. The Plan's valuation techniques used to measure the fair value of its investments may produce fair values that may not be indicative of a future sale, or reflective of future fair values. The use of different techniques to determine the fair value of these types of investments could result in different estimates of fair value at the reporting date.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

4. Investments

Investment Elections

The investment options available to participants are the SDA, the American Express Company Stock Fund and nine core investment funds (the Core Investment Funds), five of which are actively managed and four of which are index funds: The Stable Value Fund, The Diversified Bond Fund, The U.S. Large-Cap Equity Fund, The U.S. Small/Mid-Cap Equity Fund, The International Equity Fund, The Diversified Bond Index Fund, The U.S. Large-Cap Equity Index Fund, The U.S. Small/Mid-Cap Equity Index Fund, and The International Equity Index Fund. In addition, participants may elect to contribute to funds that invest in a mix of assets from the actively managed Core Investment Funds based on target retirement dates (the Retirement Funds). The balances of the Core Investment Funds in the financial statements include the amounts held in the Retirement Funds. A participant may currently elect to invest contributions in any combination of investment funds in increments of 1% and change investment elections for future contributions on any business day the New York Stock Exchange is open, with the exception of the SDA. The SDA requires a minimum initial balance of \$1,000 before a participant can begin trading. Funds cannot be transferred directly from The Stable Value Fund to the SDA.

A brief description of the investments available to participants at December 31, 2012 is set forth below:

Core Investment Funds

Five of the Core Investment Funds are managed by multiple investment managers, and the other four are index funds, which currently invest in a single index fund. Each of the Core Investment Funds represents a broad asset class.

The Stable Value Fund

The Fund's primary return source is the interest earned on diversified pools of U.S. government and agency fixed income securities together with book value wrap agreements issued by creditworthy insurance companies or banks. The book value wrap agreements provide that participants may withdraw their money from the Fund based on their initial deposits plus the accrued interest, without regard to the market value of the underlying fixed income securities. The strategy may also invest in collective investment funds that have substantially similar investment guidelines and underlying assets. This Fund is diversified by book value wrap issuer and by security type.

The average yield on investment contracts was 2.50% and 3.16% for December 31, 2012 and 2011, respectively. The weighted average crediting rates on investment contracts was 2.11% and 2.71% as of December 31, 2012 and 2011, respectively. The goal of this fund is to protect original investment while offering a competitive rate of interest with minimum risk.

The Diversified Bond Fund

The Fund's current objective is to maximize interest income by investing in a portfolio of investment-grade debt securities and other fixed income instruments. The Fund is constructed to have risk characteristics comparable to those of the Barclays Capital U.S. Aggregate Bond Index TR. The Fund normally invests in U.S. Treasuries and agencies, asset-backed securities, mortgage-backed securities and investment-grade corporate bonds.

The Diversified Bond Index Fund

This Fund's current objective is to maximize interest income by investing in a portfolio of investment-grade debt securities and other fixed income instruments by tracking the performance of a broad, market-weighted bond index. The Fund employs a passive management, or indexing, investment approach designed to track the performance of the Barclays Capital U.S. Aggregate Float Adjusted Bond Index. The Fund invests by sampling the index. It invests at least 80 percent of assets in bonds held in the index. The Fund maintains a dollar-weighted maturity consistent with that of the index, ranging between five and ten years.

Table of Contents

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Notes to Financial Statements

The U.S. Large-Cap Equity Fund

The goal of this fund is long-term capital appreciation by investing in large-capitalization stocks listed on major U.S. stock exchanges.

The U.S. Large-Cap Equity Index Fund

This Fund's current objective is to provide long-term capital appreciation by investing in large-capitalization stocks listed on major U.S. stock exchanges by tracking the performance of a benchmark index that measures the investment return of large-capitalization stocks. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the S&P 500 Index, which is a widely recognized benchmark of U.S. stock market performance that is dominated by the stocks of large U.S. companies.

The U.S. Small/Mid-Cap Equity Fund

The goal of this fund is long-term capital appreciation by investing primarily in small and medium sized companies' stocks listed on major U.S. stock exchanges.

The U.S. Small/Mid-Cap Equity Index Fund

This Fund's current objective is to provide long-term capital appreciation by investing primarily in small and medium sized companies' stocks listed on major U.S. stock exchanges by tracking the performance of a benchmark index that measures the investment return of small- and mid-capitalization stocks. The Fund employs a passive management strategy designed to track the performance of the S&P Completion Index TR, a broadly diversified index of stocks of small- and medium-size U.S. companies. The Fund invests all, or substantially all, of its assets in stocks of its target index.

The International Equity Fund

The goal of this fund is to provide long-term capital appreciation from investments in non-U.S. stocks.

The International Equity Index Fund

This Fund's current objective is to provide long-term capital appreciation from investments in non-U.S. stocks by tracking the performance of a benchmark index that measures the investment return of stocks of companies located in developed and emerging markets outside the United States. The Fund employs a passive management investment approach designed to track the performance of the Morgan Stanley Capital International All Country World Ex-U.S. Investable Market Index NR, an index designed to measure equity market performance in developed and emerging markets, excluding the United States. The Fund attempts to replicate the target index by investing all, or substantially all, of its assets in the stocks that make up the index, holding each stock in approximately the same proportion as its weighting in the index.

Retirement Funds

The current objective of each Retirement Fund is to provide the highest total return over time consistent with an emphasis on both capital growth and income. As each Fund approaches its maturity date, the allocation to fixed income increases to help preserve capital, generate income, and reduce risk. The Retirement Funds utilize a mix of the actively managed Core Investment Funds to provide a diversification of investments based on the expected number of years until the participant's retirement.

American Express Company Stock Fund

The Fund invests primarily in the Company's common stock, purchased in either the open market or directly from the Company, and in cash or short-term cash equivalents. The Plan Document requires that the Fund be offered as an investment option under the Plan.

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

Participants are only able to allocate 10% of their future contributions to the Fund. In addition, transfers of balances from other investment options into the Fund are only permitted to the extent the participant's investment in the Fund after the transfer does not exceed 10% of the participant's overall Plan balance.

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

Self-Directed Brokerage Account (SDA)

The SDA gives participants the opportunity to invest in a wide variety of mutual funds in addition to the specific investment options listed earlier. Participants are provided a list of several thousand mutual funds from which to make choices and investment selections of their own design.

Additional Investment Details

As of December 31, 2012 and 2011, investments with a fair value representing 5% or more of the Plan's net assets were as follows:

| Description (Thousands) | 2012 | 2011 |
|---------------------------------------|-------------|-------------|
| American Express Company common stock | \$ 572,593 | \$ 509,985 |
| Vanguard Employee Benefit Index #528 | 386,349 | 310,141 |
| PIMCO Total Return Fund | 285,479 | 228,244 |

There were no other individual securities held within the Core Investment Funds or SDA that exceeded 5% of the Plan's net assets as of December 31, 2012 or 2011.

As of December 31, 2012 and 2011, investment options with a fair value representing 5% or more of the Plan's net assets were as follows:

| Description (Thousands) | 2012 | 2011 |
|-------------------------------------|--------------|-------------|
| The U.S. Large-Cap Equity Fund | \$ 1,028,012 | \$ 877,019 |
| The Stable Value Fund | 652,700 | 665,003 |
| American Express Company Stock Fund | 577,946 | 514,915 |
| The International Equity Fund | 456,597 | 362,363 |
| The Diversified Bond Fund | 441,074 | 351,586 |
| The U.S. Small/Mid-Cap Equity Fund | 379,451 | 329,888 |

During 2012, the Plan's investments (including investments purchased, sold, as well as held during the year) appreciated/(depreciated) in fair value as follows:

| Description (Thousands) | 2012 |
|--|-------------------|
| Common stocks | \$ 256,444 |
| Mutual funds | 71,305 |
| Common/collective trusts | 85,310 |
| Wrap agreements | (2,733) |
| Net appreciation in fair value of investments | \$ 410,326 |

5. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will continue to occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

6. Income Tax Status

The Plan has received a favorable determination letter from the Internal Revenue Service (the IRS) dated February 20, 2004, stating that the Plan is qualified under section 401(a) of the Internal Revenue Code of 1986, as amended (the Code), and, therefore, the related trust is exempt from taxation. The Plan has been amended after the period covered by the determination letter. The Plan filed in November 2010 for an updated determination letter which is pending with the IRS. The Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan, as amended, is currently designed and being operated in compliance with the applicable requirements of the Code and, therefore believes that the Plan, as amended, is qualified, the related trust is tax-exempt and the Plan satisfies the requirements of Section 4975(e)(7) of the Code.

GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability or asset if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Company has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability, or asset or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is no longer subject to examination for tax years prior to 2005, which is the earliest open year for U.S. federal income tax purposes.

7. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500 as of December 31, 2012 and 2011:

| <i>(Thousands)</i> | 2012 | 2011 |
|--|---------------------|---------------------|
| Net assets available for benefits per the financial statements | \$ 3,916,701 | \$ 3,404,838 |
| Less: Loans deemed distributed | (1,230) | (1,430) |
| Net assets available for benefits per the Form 5500 | \$ 3,915,471 | \$ 3,403,408 |

The following is a reconciliation of withdrawal payments per the financial statements to Form 5500 for the year ended December 31, 2012:

| <i>(Thousands)</i> | 2012 |
|---|-------------------|
| Withdrawal payments per the financial statements | \$ 305,263 |
| Plus: Certain deemed distributions of participant loans | 251 |
| Less: Deemed loans offset by distributions | (474) |
| Withdrawal payments per the Form 5500 | \$ 305,040 |

The following is a reconciliation of interest on participant loans per the financial statements to Form 5500 for the year ended December 31, 2012:

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| <i>(Thousands)</i> | | 2012 |
|---|-----------|--------------|
| Interest on notes receivable from participants per the financial statements | \$ | 3,499 |
| Interest on deemed distributed loans | | 4 |
| Interest on participant loans per the Form 5500 | \$ | 3,503 |

Participant loans are deemed as distributions for Form 5500 reporting purposes when the event of default occurs. For financial statement reporting purposes, participant loans are deemed as distributions when the Form 1099 is issued and the event becomes taxable to the participant.

Table of Contents**AMERICAN EXPRESS RETIREMENT SAVINGS PLAN**

Notes to Financial Statements

8. Related Party Transactions

Certain Plan investments are shares of American Express Company common stock and money market funds managed by the Plan's Trustee. In addition, the Core Investment Funds may hold common stock and/or fixed income securities of the Plan's Trustee/custodians. These transactions represent investments in related parties and, therefore, qualify as exempt party-in-interest transactions. The following table summarizes the Plan's investment in related parties as of December 31, 2012 and 2011.

(Thousands)

| Wells Fargo Advantage Heritage Money Market Fund | 2012 | 2011 |
|---|-------------|-------------|
| Balance, beginning of year | \$ 23,170 | \$ 25,233 |
| Purchases | 525,056 | 512,208 |
| Sales | (520,523) | (514,271) |
| Balance, end of year | \$ 27,703 | \$ 23,170 |
| American Express Company Common Stock | | |
| | 2012 | 2011 |
| Balance, beginning of year | \$ 509,985 | \$ 504,049 |
| Realized gains | 8,118 | 5,102 |
| Unrealized gains | 101,453 | 45,083 |
| Purchases | 8,238 | 10,553 |
| Sales / Distributions | (55,201) | (54,802) |
| Balance, end of year | \$ 572,593 | \$ 509,985 |
| Wells Fargo and Company Common Stock | | |
| | 2012 | 2011 |
| Balance, beginning of year | \$ 1,307 | \$ 1,382 |
| Realized gains / (losses) | 3 | (27) |
| Unrealized gains / (losses) | 343 | (146) |
| Purchases | 4,822 | 370 |
| Sales | (30) | (272) |
| Balance, end of year | \$ 6,445 | \$ 1,307 |

Table of Contents

SUPPLEMENTAL SCHEDULE

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|--|---|--|----------|----------------------------------|
| American Express Company Stock Fund | | | | |
| | <u>Money Market</u> | | | |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 | 5,353 | | 5,353 |
| | <u>Common Stock</u> | | | |
| * | AMERICAN EXPRESS COMPANY COMMON STOCK | 9,962 | | 572,593 |
| | American Express Company Stock Fund Total | | | 577,946 |
| Self Directed Account | | | | |
| | <u>Cash Equivalents</u> | | | |
| | CASH EQUIVALENTS | | | 16,376 |
| | <u>Common Stock</u> | | | |
| | COMMON STOCK | | | 6,796 |
| | <u>Mutual Funds</u> | | | |
| | MUTUAL FUNDS | | | 110,802 |
| | Self Directed Account Total | | | 133,974 |
| The Diversified Bond Index Fund | | | | |
| | <u>Mutual Funds</u> | | | |
| | VANGUARD TOTAL BOND INDEX FUND I #222 | 2,393 | | 26,543 |

The International Equity Index Fund

Mutual Funds

| | | |
|--|-----|---------------|
| VANGUARD TOTAL INTERNATIONAL STOCK INDEX | 153 | 15,318 |
|--|-----|---------------|

The U.S. Large-Cap Equity Index Fund

Mutual Funds

| | | |
|--------------------------------------|-----|---------------|
| VANGUARD EMPLOYEE BENEFIT INDEX #528 | 262 | 38,783 |
|--------------------------------------|-----|---------------|

The U.S. Small/Mid-Cap Equity Index Fund

Mutual Funds

| | | |
|--|-----|---------------|
| VANGUARD EXTENDED MARKET INDEX FUND #856 | 543 | 24,922 |
|--|-----|---------------|

The Diversified Bond Fund

Common/Collective Trusts

| | | |
|-----------------------------------|-------|---------|
| LOOMIS SAYLES CORE FULL BOND FUND | 9,470 | 155,595 |
|-----------------------------------|-------|---------|

Mutual Funds

| | | |
|----------------------------------|--------|---------|
| PIMCO TOTAL RETURN FUND-INST #35 | 25,398 | 285,479 |
|----------------------------------|--------|---------|

| | | |
|--|--|----------------|
| The Diversified Bond Fund Total | | 441,074 |
|--|--|----------------|

The U.S. Large-Cap Equity Fund

Mutual Funds

| | | |
|--------------------------------------|-------|---------|
| VANGUARD EMPLOYEE BENEFIT INDEX #528 | 2,351 | 347,566 |
|--------------------------------------|-------|---------|

Money Market

| | | |
|---|-------|-------|
| * WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (COLUMBIA) | 5,573 | 5,572 |
|---|-------|-------|

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face | Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|----------------------------|---|--|-----------------------------|----------|--|
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (SANDS) | | 936 | | 936 |
| <i>Fixed Income</i> | | | | | |
| | CEMEX S.A.B. de C.V. U.S. 3.750% 3/15/2018 | | 531 | | 603 |
| <i>Common Stock</i> | | | | | |
| | ABB LTD - ADR | | 74 | | 1,546 |
| | ACCENTURE PLC | | 27 | | 1,793 |
| | ACE LIMITED | | 110 | | 8,775 |
| | ADT CORP/THE | | 35 | | 1,610 |
| | AFLAC INC | | 31 | | 1,657 |
| | AGILENT TECHNOLOGIES INC | | 61 | | 2,479 |
| | ALEXION PHARMACEUTICALS INC | | 110 | | 10,311 |
| | ALLERGAN INC | | 144 | | 13,209 |
| | ALLSTATE CORP | | 107 | | 4,298 |
| | ALTRIA GROUP INC | | 94 | | 2,957 |
| | AMAZON COM INC COM | | 95 | | 23,833 |
| | AMERICAN ELECTRIC POWER INC | | 22 | | 934 |
| | AMERICAN INTERNATIONAL GROUP, INC | | 16 | | 550 |
| | AMGEN INC | | 25 | | 2,155 |
| | ANADARKO PETROLEUM CORP | | 27 | | 1,994 |
| | APPLE INC | | 46 | | 24,214 |
| | ASTRAZENECA PLC ADR | | 39 | | 1,832 |
| | AT & T INC | | 227 | | 7,656 |
| | ATHENAHEALTH INC | | 44 | | 3,225 |
| | BIOMARIN PHARMACEUTICAL INC | | 105 | | 5,166 |
| | BLACKROCK INC | | 7 | | 1,406 |
| | BOEING CO | | 60 | | 4,485 |
| | BOSTON SCIENTIFIC CORP COM | | 166 | | 953 |
| | BP PLC - ADR | | 52 | | 2,174 |
| | BRISTOL MYERS SQUIBB CO | | 122 | | 3,982 |
| | C&J ENERGY SERVICES INC | | 33 | | 700 |
| | CAMERON INTL CORP | | 20 | | 1,140 |
| | CATERPILLAR INC | | 42 | | 3,734 |
| | CENTURYLINK, INC | | 105 | | 4,117 |
| | CERNER CORP COM | | 113 | | 8,759 |
| | CHEVRON CORP | | 57 | | 6,163 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|---------------------------------|-----|--------|
| CHIPOTLE MEXICAN GRILL INC | 32 | 9,370 |
| CISCO SYSTEMS INC | 300 | 5,891 |
| CITIGROUP, INC. | 150 | 5,919 |
| COACH INC | 147 | 8,160 |
| COMCAST CORP CLASS A | 68 | 2,528 |
| DEEMED REDEEMED ASML HOLDING NV | 164 | 10,560 |
| DELL INC | 122 | 1,239 |
| DELTA AIR LINES INC | 93 | 1,099 |
| DEUTSCHE TELEKOM AG - ADR | 133 | 1,511 |
| DOMINION RES INC VA | 44 | 2,266 |
| DOW CHEMICAL CO | 144 | 4,663 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | DU PONT E I DE NEMOURS & CO | 42 | | 1,900 |
| | DUKE ENERGY HOLDING CORP. COM | 22 | | 1,379 |
| | EATON CORP PLC | 92 | | 4,987 |
| | EBAY INC | 41 | | 2,076 |
| | ENBRIDGE INC | 100 | | 4,347 |
| | ENDURANCE SPECIALTY HOLDINGS | 21 | | 837 |
| | ENTERGY CORP NEW COM | 25 | | 1,571 |
| | EQT CORPORATION | 36 | | 2,103 |
| | EXXON MOBIL CORPORATION | 33 | | 2,871 |
| | F5 NETWORKS INC | 88 | | 8,438 |
| | FACEBOOK INC | 317 | | 6,724 |
| | FIRSTENERGY CORP COM | 33 | | 1,369 |
| | FMC TECHNOLOGIES INC | 157 | | 8,549 |
| | FORD MOTOR COMPANY | 468 | | 6,058 |
| | GENERAL ELECTRIC CO | 373 | | 7,839 |
| | GOLDMAN SACHS GROUP INC | 43 | | 5,452 |
| | GOOGLE INC | 31 | | 22,070 |
| | HOME DEPOT INC | 106 | | 6,587 |
| | HONEYWELL INTERNATIONAL INC | 34 | | 2,156 |
| | HUBBELL INC CL B | 26 | | 2,193 |
| | ILLINOIS TOOL WORKS INC | 50 | | 3,042 |
| | INTEL CORP | 160 | | 3,292 |
| | INTERCONTINENTALEXCHANGE INC | 55 | | 6,810 |
| | INTERNATIONAL PAPER CO | 48 | | 1,896 |
| | INTUITIVE SURGICAL INC | 13 | | 6,375 |
| | JOHNSON & JOHNSON | 81 | | 5,652 |
| | JPMORGAN CHASE & CO | 227 | | 9,981 |
| | KELLOGG CO | 30 | | 1,670 |
| | KIMBERLY CLARK CORP COM | 38 | | 3,224 |
| | KOHL'S CORP | 34 | | 1,457 |
| | KRAFT FOODS GROUP INC | 29 | | 1,302 |
| | LAS VEGAS SANDS CORP | 165 | | 7,616 |
| | LOCKHEED MARTIN CORP | 34 | | 3,159 |
| | LORILLARD INC | 39 | | 4,596 |
| | MACY'S INC | 100 | | 3,914 |
| | MASTERCARD INC | 13 | | 6,500 |
| | MCDONALD'S CORP | 51 | | 4,477 |
| | MERCK & CO INC NEW | 184 | | 7,520 |
| | METLIFE INC | 63 | | 2,063 |
| | MICROCHIP TECHNOLOGY INC COM | 77 | | 2,514 |
| | MICROSOFT CORP | 132 | | 3,537 |
| | MONDELEZ INTERNATIONAL INC | 86 | | 2,187 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|--------------------------|-----|-------|
| MORGAN STANLEY | 152 | 2,901 |
| MOSAIC CO/THE | 58 | 3,262 |
| NATIONAL OILWELL INC COM | 18 | 1,208 |
| NATIONAL OILWELL INC COM | 109 | 7,450 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | NEWS CORP | 78 | | 1,987 |
| | NEXTERA ENERGY INC | 28 | | 1,931 |
| | NIKE INC CL B | 176 | | 9,082 |
| | NOVARTIS AG - ADR | 66 | | 4,177 |
| | NYSE EURONEXT INC | 33 | | 1,047 |
| | OCCIDENTAL PETE CORP | 37 | | 2,844 |
| | ORACLE CORPORATION | 73 | | 2,437 |
| | PARKER HANNIFIN CORP | 36 | | 3,101 |
| | PARTNERRE LTD COM | 4 | | 339 |
| | PENTAIR, LTD. | 17 | | 817 |
| | PEPSICO INC | 31 | | 2,152 |
| | PFIZER INC | 415 | | 10,416 |
| | PG&E CORP COM | 51 | | 2,062 |
| | PHILIP MORRIS INTERNATIONAL INC | 47 | | 3,902 |
| | PHILLIPS 66 | 26 | | 1,375 |
| | PIONEER NAT RES CO COM | 21 | | 2,270 |
| | PPL CORPORATION | 42 | | 1,206 |
| | PRAXAIR INC COM | 83 | | 9,084 |
| | PRICELINE COM INC | 16 | | 9,926 |
| | PROCTER & GAMBLE CO | 69 | | 4,665 |
| | PROLOGIS INC | 21 | | 775 |
| | QUALCOMM INC | 173 | | 10,702 |
| | REGAL ENTERTAINMENT GROUP- CL A | 103 | | 1,439 |
| | REGENERON PHARMACEUTICALS INC | 44 | | 7,527 |
| | ROCHE HOLDINGS LTD - ADR | 40 | | 2,015 |
| | ROYAL DUTCH SHELL PLC ADR | 76 | | 5,207 |
| | SALESFORCE COM INC | 130 | | 21,853 |
| | SCHLUMBERGER LTD | 31 | | 2,141 |
| | SCHLUMBERGER LTD | 143 | | 9,910 |
| | SEADRILL LIMITED | 33 | | 1,214 |
| | SEMPRA ENERGY COM | 41 | | 2,885 |
| | SOUTHWESTERN ENERGY CO COM | 152 | | 5,078 |
| | STARBUCKS CORP COM | 150 | | 8,045 |
| | SUNCOR ENERGY INC NEW F | 50 | | 1,646 |
| | SYSCO CORP | 29 | | 931 |
| | TARGET CORP | 131 | | 7,780 |
| | TE CONNECTIVITY LTD | 55 | | 2,043 |
| | TEVA PHARMACEUTICAL INDUSTRIES | 22 | | 836 |
| | THE HERSHEY COMPANY | 13 | | 932 |
| | THERMO FISHER SCIENTIFIC INC | 47 | | 2,983 |
| | TIME WARNER INC | 48 | | 2,317 |
| | TOTAL S.A. - ADR | 18 | | 954 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------------------|----|-------|
| TRAVELERS COMPANIES, INC | 43 | 3,105 |
| TYCO INTERNATIONAL LTD NEW | 69 | 2,026 |
| UNILEVER N.V. - ADR | 61 | 2,339 |
| UNION PACIFIC CORP | 25 | 3,140 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face | (d) Cost | (e) Current Value (in thousands) |
|---|--|--|----------|--|
| | | Amount (in thousands) | | Value (in thousands) |
| | UNITED TECHNOLOGIES CORP | 23 | | 1,919 |
| | UNITED CONTINENTAL HOLDINGS, INC. | 102 | | 2,377 |
| | UNITEDHEALTH GROUP INC | 121 | | 6,541 |
| | VALERO ENERGY CORP | 39 | | 1,331 |
| | VERIZON COMMUNICATIONS | 160 | | 6,927 |
| | VIACOM INC NEW | 35 | | 1,870 |
| | VISA INC-CLASS A SHRS | 161 | | 24,404 |
| | VODAFONE GROUP PLC NEW ADR | 89 | | 2,242 |
| | WAL MART STORES INC | 50 | | 3,422 |
| | WALT DISNEY CO | 54 | | 2,705 |
| * | WELLS FARGO & CO | 189 | | 6,445 |
| | WILLIAMS COS INC | 24 | | 773 |
| | WINDSTREAM CORP | 99 | | 817 |
| | XL GROUP PLC | 351 | | 8,795 |
| The U.S. Large-Cap Equity Fund Total | | | | 1,028,012 |
| The International Equity Fund | | | | |
| <i>Mutual Funds</i> | | | | |
| | AMERICAN FUNDS EUROPACIFIC GROWTH R6 #2616 | 4,072 | | 167,705 |
| | DFA EMERGING MARKETS VALUE FUND #95 | 3,093 | | 92,292 |
| | DFA INTERNATIONAL SMALL CAP VALUE PORTFOLIO #66 | 2,906 | | 46,438 |
| | GMO INTERNATIONAL CORE EQUITY FUND III | 5,269 | | 150,162 |
| The International Equity Fund Total | | | | 456,597 |
| The U.S. Small/Mid-Cap Equity Fund | | | | |
| <i>Money Market</i> | | | | |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (BUCKHEAD) | 4,276 | | 4,276 |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (RAINER) | 99 | | 99 |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (TIMES CAP) | 4,493 | | 4,493 |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (WESTWOOD) | 6,295 | | 6,295 |
| * | WELLS FARGO ADV HERITAGE MONEY MARKET FUND #3106 (WMC) | 678 | | 678 |

Mutual Funds

| | | |
|----------------|----|-------|
| THL CREDIT INC | 73 | 1,078 |
|----------------|----|-------|

Common Stock

| | | |
|-------------------------------------|-----|-------|
| 3D SYSTEMS CORPORATION | 12 | 664 |
| AARON S INC | 36 | 1,014 |
| ACCO BRANDS CORP | 104 | 760 |
| ACI WORLDWIDE INC | 9 | 402 |
| ACUITY BRANDS (HOLDING COMPANY) INC | 6 | 427 |
| ADTRAN INC | 30 | 576 |
| ADVANCE AUTO PARTS INC | 2 | 166 |
| ADVANCE AUTO PTS INC | 11 | 803 |
| ADVISORY BRD CO | 18 | 861 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | | Amount (in thousands) | | |
| | AERCAP HOLDINGS NV | 80 | | 1,093 |
| | AFFILIATED MANAGERS GROUP, INC COM | 6 | | 789 |
| | AGCO CORP COM | 18 | | 899 |
| | AIRGAS INC COM | 7 | | 610 |
| | AIRIAD PHARMACEUTICALS INC | 21 | | 412 |
| | AKAMAI TECHNOLOGIES | 19 | | 779 |
| | ALBANY INTL CORP NEW CL A | 41 | | 925 |
| | ALEXANDRIA REAL ESTATE EQUITIES | 24 | | 1,629 |
| | ALEXION PHARMACEUTICALS INC | 4 | | 372 |
| | ALIGN TECHNOLOGY INC | 23 | | 644 |
| | ALLEGHANY CORP DEL NEW | 3 | | 936 |
| | ALLEGIAN TRAVEL CO | 15 | | 1,064 |
| | ALLEGIAN TRAVEL CO | 6 | | 435 |
| | ALLETE INC | 4 | | 170 |
| | ALLIANCE DATA SYS CORP | 14 | | 2,056 |
| | ALLSCRIPTS HEALTHCARE SOLUTIONS INC | 10 | | 94 |
| | AMC NETWORKS INC | 13 | | 644 |
| | AMDOCS LIMITED COM | 32 | | 1,088 |
| | AMERI SOURCEBERGEN CORP | 28 | | 1,210 |
| | AMERICAN CAMPUS CMNTYS INC | 9 | | 410 |
| | AMERICAN WATER WORKS CO INC/NE | 23 | | 865 |
| | AMSURG CORP | 25 | | 741 |
| | ANNIE S INC | 20 | | 655 |
| | APOLLO GLOBAL MANAGEMENT LLC | 70 | | 1,207 |
| | APPROACH RESOURCES INC | 2 | | 50 |
| | APTARGROUP INC COM | 10 | | 496 |
| | ARBITRON INC | 27 | | 1,237 |
| | ARES CAP CORP | 43 | | 758 |
| | ARES CAP CORP | 31 | | 547 |
| | ARIAD PHARMACEUTICALS INC | 24 | | 451 |
| | ARRIS GROUP INC | 76 | | 1,135 |
| | ASCENA RETAIL GROUP INC | 43 | | 800 |
| | ASPEN INSURANCE HOLDINGS LTDSHS | 57 | | 1,838 |
| | ASSURED GUARANTY LTD USD 1.0 | 30 | | 423 |
| | ATLAS AIR WORLDWIDE HLDGS INC | 12 | | 527 |
| | ATMOS ENERGY CORP | 16 | | 544 |
| | AVAGO TECHNOLOGIES LTD | 26 | | 809 |
| | AVERY DENNISON CORP | 16 | | 559 |
| | AXIS CAPITAL HOLDINGS LTD | 46 | | 1,607 |
| | B/E AEROSPACE INC | 37 | | 1,843 |
| | B/E AEROSPACE INC | 24 | | 1,173 |
| | BALLY TECHNOLOGIES INC | 21 | | 952 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------|----|-------|
| BANKUNITED INC | 55 | 1,347 |
| BANNER CORP | 10 | 304 |
| BELDEN INC | 36 | 1,597 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | | Amount (in thousands) | | |
| | BERKLEY W R CORP | 15 | | 547 |
| | BIO RAD LABS INC CL A | 5 | | 525 |
| | BIO-REFERENCE LABS INC | 11 | | 316 |
| | BLOUNT INTERNATIONAL INC | 64 | | 1,019 |
| | BONANZA CREEK ENERGY INC | 14 | | 384 |
| | BORG WARNER INC | 19 | | 1,389 |
| | BRISTOW GROUP INC | 9 | | 504 |
| | BROADRIDGE FINANCIAL SOLUTIONS | 70 | | 1,597 |
| | BROOKDALE SR LIVING INC | 35 | | 874 |
| | BROWN & BROWN INC | 52 | | 1,315 |
| | CABOT MICROELECTRONICS CORP | 23 | | 799 |
| | CAREFUSION CORP | 70 | | 1,992 |
| | CARLISLE COS INC | 33 | | 1,939 |
| | CARPENTER TECHNOLOGY CORP | 21 | | 1,104 |
| | CARRIZO OIL & GAS INC | 48 | | 1,012 |
| | CASEYS GEN STORES INC | 13 | | 680 |
| | CATAMARAN CORP | 13 | | 627 |
| | CATHAY BANCORP INC | 46 | | 892 |
| | CATO CORP NEW CL A | 36 | | 998 |
| | CAVIUM INC | 18 | | 566 |
| | CBRE GROUP INC | 42 | | 834 |
| | CEC ENTERTAINMENT INC COM | 25 | | 820 |
| | CHARLES RIVER LABORATORIES | 32 | | 1,184 |
| | CHICAGO BRIDGE & IRON COMPANY N.V. | 24 | | 1,116 |
| | CHILDRENS PL RETAIL STORES INC COM | 28 | | 1,236 |
| | CHOICE HOTELS INTL INC COM | 8 | | 262 |
| | CHURCH & DWIGHT INC | 9 | | 508 |
| | CIT GROUP INC | 16 | | 610 |
| | CITRIX SYS INC COM | 11 | | 708 |
| | CLARCOR INC | 23 | | 1,113 |
| | CLEAN HARBORS INC | 39 | | 2,123 |
| | CLOUD PEAK ENERGY INC | 41 | | 785 |
| | CMS ENERGY CORP | 49 | | 1,195 |
| | COHERENT INC | 10 | | 501 |
| | COINSTAR COM | 35 | | 1,830 |
| | COLFAX CORPORATION | 45 | | 1,832 |
| | COMERICA INC | 18 | | 531 |
| | COMMVAULT SYSTEMS INC | 12 | | 801 |
| | COMMVAULT SYSTEMS INC | 6 | | 397 |
| | CONSOL ENERGY INC | 27 | | 870 |
| | CON-WAY INC COM | 32 | | 899 |
| | COOPER COS INC COM NEW | 9 | | 804 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|------------------------------|----|-------|
| CORPORATE EXECUTIVE BOARD CO | 37 | 1,770 |
| CORRECTIONS CORP OF AMER | 16 | 582 |
| COSTAR GROUP, INC | 18 | 1,644 |
| CUBESMART | 17 | 246 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|---|----------|--|
| | CUBIC CORP | 10 | | 461 |
| | CUBIST PHARMACEUTICALS INC | 15 | | 636 |
| | DAVITA HEALTHCARE PARTNERS INC | 13 | | 1,415 |
| | DAVITA HEALTHCARE PARTNERS INC | 2 | | 244 |
| | DELEK US HLDGS INC | 17 | | 427 |
| | DELTIC TIMBER CORP COM | 11 | | 742 |
| | DENBURY RESOURCES | 53 | | 854 |
| | DENTSPLY INTERNATIONAL | 20 | | 792 |
| | DIAMONDROCK HOSPITALITY | 93 | | 835 |
| | DIAMONDROCK HOSPITALITY | 48 | | 428 |
| | DICKS SPORTING GOODS INC | 12 | | 568 |
| | DIEBOLD INC | 19 | | 594 |
| | DIGITAL REALTY TRUST | 13 | | 876 |
| | DILLARDS INC CL A | 7 | | 561 |
| | DR PEPPER SNAPPLE GROUP | 22 | | 985 |
| | DRIL-QUIP INC COM | 11 | | 767 |
| | DSW INC | 7 | | 488 |
| | DUNKIN BRANDS GROUP INC | 26 | | 863 |
| | DUNKIN BRANDS GROUP INC | 16 | | 519 |
| | DYCOM INDUSTRIES INC | 44 | | 863 |
| | EAST WEST BANCORP COM | 24 | | 510 |
| | EAST WEST BANCORP COM | 75 | | 1,612 |
| | EASTMAN CHEMICAL CO | 17 | | 1,130 |
| | EDWARDS LIFESCIENCES CORP | 8 | | 688 |
| | ELIZABETH ARDEN INC | 9 | | 399 |
| | ENERGY XXI (BERMUDA) LTD | 39 | | 1,256 |
| | ENSCO PLC-CL A | 6 | | 361 |
| | EQUIFAX INC | 31 | | 1,694 |
| | ESCO TECHNOLOGIES INC | 22 | | 827 |
| | ESTERLINE CORP | 5 | | 310 |
| | EURONET WORLDWIDE INC. | 27 | | 648 |
| | EVERCORE PARTNERS INC | 22 | | 677 |
| | EZCORP INC | 34 | | 682 |
| | F5 NETWORKS INC | 9 | | 829 |
| | FABRINET | 24 | | 311 |
| | FAMILY DLR STORES INC | 12 | | 780 |
| | FIFTH THIRD BANCORP | 55 | | 842 |
| | FINISH LINE INCE CL A | 26 | | 486 |
| | FIRST MIDWEST BANCORP INC DEL | 61 | | 768 |
| | FIRST NIAGARA FINL GROUP INC NEW | 64 | | 504 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|--------------------------------|-----|-------|
| FIRST FINANCIAL BANCORP | 91 | 1,332 |
| FIRST HORIZON NATL CORP | 108 | 1,070 |
| FIRST REPUBLIC BANK/SAN FRANCI | 6 | 195 |
| FLEETCOR TECHNOLOGIES INC | 18 | 988 |
| FLEETCOR TECHNOLOGIES INC | 28 | 1,508 |
| FLOWERS FOODS INC | 17 | 393 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|---|----------|--|
| | FLOWSERVE CORP COM | 7 | | 998 |
| | FLUOR CORP NEW | 11 | | 651 |
| | FOOT LOCKER INC | 20 | | 630 |
| | FORRESTER RESEARCH INC COM | 16 | | 431 |
| | FORTINET INC | 35 | | 730 |
| | FORTUNE BRANDS HOME & SECURITY | 38 | | 1,112 |
| | FORUM ENERGY TECHNOLOGIES INC | 23 | | 579 |
| | FOSTER WHEELER AG | 39 | | 951 |
| | FREDS INC CL A | 47 | | 624 |
| | FRESH DEL MONTE PRODUCE | 43 | | 1,124 |
| | FRESH MARKET INC/THE | 11 | | 509 |
| | FULTON FIN CORP | 40 | | 382 |
| | FUSION-10 INC | 20 | | 450 |
| | G & K SVCS INC CL A | 24 | | 803 |
| | GARDNER DENVER INC COMMON STOCK | 12 | | 795 |
| | GARMIN LTD | 26 | | 1,068 |
| | GATX CORP | 22 | | 961 |
| | GENESEE & WYOMING INC-CL A | 28 | | 2,130 |
| | GENESEE & WYOMING INC-CL A | 9 | | 663 |
| | GENESSE & WYOMING INC-CL A | 8 | | 601 |
| | GLACIER BANCORP INC MONTANA | 21 | | 311 |
| | GLACIER BANCORP INC MONTANA | 8 | | 116 |
| | GLOBAL PMTS INC W/I | 24 | | 1,083 |
| | GLOBAL PMTS INC W/I | 25 | | 1,152 |
| | GLOBAL PMTS INC W/I | 48 | | 2,161 |
| | GNC HOLDINGS INC | 32 | | 1,078 |
| | GNC HOLDINGS INC | 23 | | 763 |
| | GOLUB CAPITAL BDC INC | 23 | | 369 |
| | GRACO INC | 18 | | 917 |
| | GRAND CANYON EDUCATION INC | 36 | | 833 |
| | GREENHILL & CO INC | 10 | | 502 |
| | GREIF INC-CL A | 10 | | 441 |
| | GROUP 1 AUTOMOTIVE INC | 7 | | 462 |
| | HAEMONETICS CORP MASS | 25 | | 1,021 |
| | HAEMONETICS CORP MASS | 6 | | 229 |
| | HALCON RESOURCES CORPORATION | 28 | | 196 |
| | HANCOCK HOLDING CO | 13 | | 412 |
| | HANESBRANDS INC | 30 | | 1,060 |
| | HANOVER INS GROUP INC | 22 | | 869 |
| | HCC INS HLDGS INC COM | 41 | | 1,533 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|-----------------------------|----|-------|
| HCC INS HLDGS INC COM | 46 | 1,704 |
| HEALTHCARE SVCS GROUP INC | 17 | 403 |
| HEARTWARE INTERNATIONAL INC | 1 | 42 |
| HELEN OF TROY LIMITED | 15 | 498 |
| HENRY JACK & ASSOC INC COM | 50 | 1,951 |
| HENRY JACK & ASSOC INC COM | 21 | 828 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | HERBALIFE LTD | 8 | | 264 |
| | HERBALIFE LTD | 17 | | 553 |
| | HILL ROM HLDGS | 17 | | 472 |
| | HITTITE MICROWAVE CORP | 4 | | 246 |
| | HMS HLDGS CORP | 40 | | 1,029 |
| | HOLOGIC INC COM | 80 | | 1,603 |
| | HOLOGIC INC COM | 48 | | 966 |
| | HOME BANCSHARES INC/CONWAYAR | 13 | | 432 |
| | HOMEAWAY INC | 47 | | 1,030 |
| | HUBBEL INC | 23 | | 1,930 |
| | HURON CONSULTING GROUP INC | 23 | | 775 |
| | IBERIABANK CORP | 17 | | 826 |
| | ICON PLC - ADR | 48 | | 1,330 |
| | IHS INC | 10 | | 960 |
| | ILLUMINA INC | 20 | | 1,108 |
| | INCYTE CORPORATION, INC | 21 | | 354 |
| | INFORMATICA CORP | 38 | | 1,137 |
| | INNOSPEC INC | 17 | | 597 |
| | INTERNATIONAL BANCSHARES CRP | 42 | | 758 |
| | INVESCO LIMITED | 41 | | 1,061 |
| | ITC HOLDINGS CORP | 5 | | 391 |
| | IXIA | 26 | | 439 |
| | J2 GLOBAL INC | 61 | | 1,860 |
| | JABIL CIRCUIT INC | 58 | | 1,110 |
| | JARDEN CORP | 23 | | 1,194 |
| | JAZZ PHARMACEUTICALS INC | 9 | | 505 |
| | JM SMUCKER CO | 18 | | 1,587 |
| | JONES LANG LASALLE INC | 11 | | 923 |
| | JONES LANG LASALLE INC | 16 | | 1,354 |
| | JOS A BANK CLOTHIERS INC | 20 | | 852 |
| | KELLY SERVICES INC | 73 | | 1,153 |
| | KIRBY CORP | 16 | | 959 |
| | KLA-TENCOR CORP | 16 | | 759 |
| | KOPPERS HLDGS INC | 12 | | 443 |
| | LAM RESEARCH CORP COM | 22 | | 777 |
| | LAREDO PETROLEUM HOLDINGS IN | 31 | | 558 |
| | LASALLE HOTEL PROPERTIES COM | 39 | | 981 |
| | LAZARD LTD | 56 | | 1,671 |
| | LA-Z-BOY LASALLE INC | 26 | | 371 |
| | LEAR CORP | 33 | | 1,560 |
| | LKQ CORP | 37 | | 789 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|------------------------------|-----|-------|
| LPG PHOTONICS CORP | 4 | 249 |
| LSI CORPORATION | 152 | 1,078 |
| MACK CALI RLTY CORP COM | 14 | 371 |
| MAGELLAN HEALTH SERVICES INC | 16 | 769 |
| MANITOWOC INC | 45 | 698 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | MANPOWER INC WIS | 30 | | 1,286 |
| | MATTHEWS INTL CORP | 25 | | 799 |
| | MAXIM INTEGRATED PRODS INC | 29 | | 846 |
| | MAXIMUS INC COM | 14 | | 891 |
| | MB FINANCIAL BANK | 25 | | 490 |
| | MCGRATH RENTCORP | 3 | | 76 |
| | MEDNAX INC | 21 | | 1,638 |
| | MEDNAX INC | 16 | | 1,241 |
| | MICHAEL KORS HOLDINGS LTD | 11 | | 552 |
| | MICROS SYSTEMS INC | 28 | | 1,167 |
| | MICROS SYSTEMS INC | 13 | | 549 |
| | MICROSEMI CORP COM | 53 | | 1,113 |
| | MIDDLEBY CORP | 2 | | 222 |
| | MOHAWK INDUSTRIES INC | 1 | | 62 |
| | MOLSON COORS BREWING CO | 18 | | 762 |
| | MRC GLOBAL INC | 45 | | 1,239 |
| | MTS SYS CORP | 14 | | 723 |
| | MUELLER INDS INC | 21 | | 1,061 |
| | NASDAQ OMX GRP INC | 67 | | 1,684 |
| | NEUSTAR INC | 26 | | 1,090 |
| | NEW JERSEY RES CORP | 6 | | 226 |
| | NEWELL RUBBERMAID INC | 32 | | 705 |
| | NICE SYSTEMS LTD - ADR | 35 | | 1,172 |
| | NICE SYSTEMS LTD - ADR | 14 | | 477 |
| | NISOURCE INC | 26 | | 647 |
| | NORDSTROM INC | 14 | | 753 |
| | NORTHWEST BANCSHARES INC/MD | 68 | | 828 |
| | NU SKIN ENTERPRISES | 16 | | 590 |
| | NVIDIA CORP | 119 | | 1,461 |
| | OCEANEERING INTL INC | 8 | | 441 |
| | OCEANEERING INTL INC | 12 | | 661 |
| | OCH-ZIFF CAPITAL MANAGEMENT GR | 119 | | 1,131 |
| | OCWEN FINL CORP NEW | 25 | | 862 |
| | OIL STATES INTERNATIONAL INC | 11 | | 750 |
| | OLD NATL BANCORP | 13 | | 158 |
| | OLD REP INTL CORP | 52 | | 554 |
| | OM SEMI CONDUCTOR CORP | 159 | | 1,121 |
| | ONYX PHARMACEUTICALS INC | 9 | | 664 |
| | ORBITAL SCIENCES CORP | 50 | | 688 |
| | ORTHOFIX INTL N V | 14 | | 534 |
| | ORTHOFIX INTL N V | 13 | | 492 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|---------------------------|----|-------|
| PACKAGING CORP OF AMERICA | 48 | 1,838 |
| PDC ENERGY INC | 23 | 773 |
| PDC ENERGY INC | 20 | 660 |
| PENN VIRGINIA CORP | 20 | 88 |
| PERKINELMER, INC | 8 | 242 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | PERRIGO CO | 7 | | 699 |
| | PETSMART INC COM | 11 | | 745 |
| | PINNACLE FINL PARTNERS INC | 21 | | 390 |
| | PLAINS EXPL & PRODTN CO | 11 | | 498 |
| | PLATINUM UNDERWRITERS HLDGS | 14 | | 635 |
| | POST HOLDINGS INC | 12 | | 396 |
| | POTLATCH HLDGS INC | 21 | | 803 |
| | POTLATCH HLDGS INC | 17 | | 682 |
| | PREMIERE GLOBAL SERVICES | 95 | | 926 |
| | PRESTIGE BRANDS HLDS INC | 11 | | 229 |
| | PRIMERICA INC | 26 | | 786 |
| | PRIVATEBANCORP INC | 50 | | 766 |
| | PROASSURANCE CORPORATION | 30 | | 1,266 |
| | PROGRESSIVE WASTE SOLUTIONS LTD | 36 | | 771 |
| | PULTE GRP INC | 33 | | 607 |
| | QLIK TECHNOLOGIES INC | 60 | | 1,303 |
| | QUANEX BUILDING PRODUCTS | 45 | | 918 |
| | QUANTA SVCS INC COM | 27 | | 743 |
| | RALCORP HOLDINGS INC NEW COM | 9 | | 808 |
| | RAYMOND JAMES FINL INC | 36 | | 1,380 |
| | RAYMOND JAMES FINL INC | 31 | | 1,183 |
| | RED HAT INC | 10 | | 527 |
| | REGAL BELOIT CORP | 15 | | 1,057 |
| | REINSURANCE GROUP AMERICA CLASS A | 17 | | 926 |
| | RENAISSANCERE HOLDINGS COM | 26 | | 2,072 |
| | REPUBLIC SVCS INC | 20 | | 591 |
| | REX ENERGY CORP | 93 | | 1,208 |
| | REXNORD CORP | 44 | | 929 |
| | RIVERBED TECHNOLOGY | 27 | | 534 |
| | ROBERT HALF INTL INC | 42 | | 1,343 |
| | ROCK-TENN CO CL A | 21 | | 1,480 |
| | ROCK-TENN CO CL A | 12 | | 839 |
| | ROCKWELL AUTOMATION INC | 13 | | 1,052 |
| | ROVI CORPORATION | 53 | | 816 |
| | ROWAN COMPANIES PLC | 28 | | 888 |
| | RPM INTERNATIONAL INC | 64 | | 1,879 |
| | SAFETY INS GROUP INC | 15 | | 702 |
| | SAFEWAY INC NEW | 48 | | 864 |
| | SALIX PHARMACEUTICALS LTD | 11 | | 431 |
| | SALIX PHARMACEUTICALS LTD | 21 | | 830 |
| | SALLY BEAUTY CO INC | 49 | | 1,155 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------------------|----|-------|
| SBA COMMUNICATIONS CORP | 14 | 1,009 |
| SBA COMMUNICATIONS CORP | 47 | 3,336 |
| SEACOR HOLDINGS INC | 9 | 779 |
| SEATTLE GENETICS INC | 21 | 481 |
| SELECT COMFORT CORPORATION | 47 | 1,237 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (e) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | SEMTECH CORP COM | 37 | | 1,083 |
| | SENSIENT TECHNOLOGIES CORP | 10 | | 357 |
| | SENSIENT TECHNOLOGIES CORP | 11 | | 402 |
| | SIGNATURE BANK | 3 | | 243 |
| | SIGNET JEWELERS LIMITED | 10 | | 547 |
| | SIGNET JEWELERS LIMITED | 32 | | 1,698 |
| | SIMPSON MFG INC COM | 26 | | 866 |
| | SIRONA DENTAL SYSTEMS INC | 10 | | 667 |
| | SIRONA DENTAL SYSTEMS INC | 15 | | 967 |
| | SMITH A O CORP CL B | 12 | | 732 |
| | SODASTREAM INTERNATIONAL LTD | 20 | | 878 |
| | SOLARWINDS INC | 20 | | 1,039 |
| | SOLERA HOLDINGS INC | 40 | | 2,160 |
| | STAGE STORES INC | 32 | | 793 |
| | STERICYCLE INC COM | 9 | | 840 |
| | STERIS CORP COM | 16 | | 570 |
| | STRATEGIC HOTELS & RESORTS INC | 51 | | 328 |
| | SVB FINL GROUP | 15 | | 828 |
| | SYKES ENTERPRISES INC | 56 | | 845 |
| | SYNNEX CORP | 37 | | 1,269 |
| | TCF FINANCIAL | 36 | | 439 |
| | TEAM HEALTH HOLDINGS INC | 42 | | 1,220 |
| | TELETECH HOLDINGS INC | 61 | | 1,091 |
| | TELLABS OPERATIONS, INC | 208 | | 474 |
| | TENNECO INC | 25 | | 874 |
| | TERADYNE INC | 35 | | 591 |
| | TEXAS CAP BANCSHARES INC | 25 | | 1,105 |
| | TIDEWATER INC | 37 | | 1,650 |
| | TIMKEN CO | 45 | | 2,157 |
| | TITAN INTERNATIONAL INC COM | 50 | | 1,076 |
| * | TOWERS WATSON COMPANY | 24 | | 1,368 |
| * | TOWERS WATSON COMPANY CLASS A | 13 | | 755 |
| | TRANSDIGM GROUP INC | 11 | | 1,432 |
| | TREX COMPANY INC | 22 | | 804 |
| | TRIANGLE CAPITAL CORP | 17 | | 431 |
| | TRIMAS CORP | 21 | | 594 |
| | TRIMBLE NAV LTD | 19 | | 1,140 |
| | TRIMBLE NAV LTD | 14 | | 843 |
| | TRINITY INDS INC | 25 | | 903 |
| | TRIPADVISOR INC | 13 | | 564 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|-------------------------------|----|-------|
| TRIUMPH GROUP INC NEW COM | 20 | 1,294 |
| TRUEBLUE INC | 14 | 224 |
| TUPPERWARE BRANDS CORPORATION | 32 | 2,038 |
| TUPPERWARE BRANDS CORPORATION | 7 | 445 |
| TW TELECOM INC | 20 | 505 |
| UGI CORP NEW COM | 21 | 674 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|---|----------|--|
| | ULTIMATE SOFTWARE GROUP INC | 14 | | 1,322 |
| | ULTRA PETROLEUM CORP | 69 | | 1,255 |
| | UMB FINL CORP COM | 13 | | 590 |
| | UNDER ARMOUR INC | 14 | | 703 |
| | UNITED NAT FOODS INC | 22 | | 1,158 |
| | UNITED RENTAL INC COM | 44 | | 1,981 |
| | UNITED STATIONERS INC COM | 37 | | 1,148 |
| | UNS ENERGY CORPORATION | 13 | | 534 |
| | UNUM GROUP | 53 | | 1,108 |
| | UTI WORLDWIDE INC | 66 | | 878 |
| | UTI WORLDWIDE INC | 32 | | 426 |
| | VALMONT INDS INC | 6 | | 804 |
| | VALSPAR CORP | 15 | | 906 |
| | VALUECLICK INC | 43 | | 827 |
| | VANGUARD HEALTH SYSTEMS INC | 37 | | 450 |
| | VANTIV INC | 24 | | 499 |
| | VANTIV INC | 42 | | 862 |
| | VERIFONE SYSTEMS, INC | 27 | | 803 |
| | VISHAY INTERCHNOLOGY INC | 57 | | 608 |
| | VOLCANO CORP | 25 | | 590 |
| | WABCO HOLDINGS INC | 20 | | 1,317 |
| | WABTEC CORP | 8 | | 724 |
| | WATSCO INC CL A | 10 | | 749 |
| | WATSON PHARMACEUTICALS INC COM | 9 | | 797 |
| | WATTS WATER TECHNOLOGIES INC | 30 | | 1,281 |
| | WEBSense INC | 25 | | 382 |
| | WEBSTER FINL CORP WATERBURY CONN | 40 | | 818 |
| | WEIGHT WATCHERS INTL INC | 14 | | 728 |
| | WESCO INTL INC | 20 | | 1,342 |
| | WESTAMERICA BANCORPORATION | 5 | | 226 |
| | WESTAR ENERGY INC | 16 | | 467 |
| | WESTERN DIGITAL CORP | 20 | | 846 |
| | WEX INC | 28 | | 2,133 |
| | WGL HOLDINGS INC | 10 | | 408 |
| | WHITE MOUNTAINS INSURANCE GROUP INC | 1 | | 603 |
| | WHITEWAVE FOODS CO | 25 | | 396 |
| | WHITEWAVE FOODS CO | 46 | | 707 |
| | WHITING PETE CORP NEW | 22 | | 954 |
| | WHITING PETE CORP NEW | 8 | | 338 |
| | WILEY JOHN & SONS INC | 22 | | 837 |
| | WINTRUST FINANCIAL CORP | 30 | | 1,089 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|------------------------------|----|-------|
| WINTRUST FINANCIAL CORP | 32 | 1,160 |
| WMS INDS CORP | 8 | 143 |
| WNS HOLDINGS LTD ADR | 76 | 792 |
| WOODWARD INC. | 28 | 1,083 |
| ZEBRA TECHNOLOGIES CORP CL A | 14 | 558 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | ZIONS BANCORP | 44 | | 935 |
| | ZIONS BANCORP | 28 | | 605 |
| | The U.S. Small/Mid-Cap Equity Fund Total | | | 379,451 |
| | The Stable Value Fund | | | |
| | <u>Fixed Income Obligations</u> | | | |
| | FFCB, 00.225% 06/22/2015 | 10,000 | | 9,997 |
| | FFCB, 00.234% 10/26/2015 | 6,600 | | 6,596 |
| | FFCB, 00.270% 03/04/2015 | 8,700 | | 8,708 |
| | FFCB, 00.304% 07/15/2016 | 2,260 | | 2,254 |
| | FGOLD 15YR 3.5% | 416 | | 437 |
| | FGOLD 15YR 3.5% | 38 | | 40 |
| | FGOLD 15YR 4% | 4,937 | | 5,220 |
| | FGOLD 30YR 6% | 416 | | 449 |
| | FGOLD 15YR 3% | 1,977 | | 2,079 |
| | FGOLD 15YR 3% | 7,383 | | 7,764 |
| | FGOLD 15YR 3% | 2,320 | | 2,449 |
| | FGOLD 15YR 3% | 2,718 | | 2,856 |
| | FGOLD 15YR 3% | 4,338 | | 4,561 |
| | FGOLD 15YR 3% | 7,551 | | 7,941 |
| | FGOLD 15YR 3.5% | 373 | | 392 |
| | FGOLD 15YR 3.5% | 118 | | 124 |
| | FGOLD 15YR 3.5% | 2,515 | | 2,644 |
| | FGOLD 15YR 3.5% | 410 | | 431 |
| | FGOLD 15YR 3.5% | 631 | | 664 |
| | FGOLD 15YR 3.5% | 746 | | 785 |
| | FGOLD 15YR 3.5% | 431 | | 453 |
| | FGOLD 15YR 3.5% | 3,166 | | 3,329 |
| | FGOLD 15YR 3.5% | 9,395 | | 9,879 |
| | FGOLD 15YR 3.5% | 4,000 | | 4,206 |
| | FGOLD 15YR 3.5% | 1,092 | | 1,148 |
| | FGOLD 15YR 3.5% | 510 | | 536 |
| | FGOLD 15YR 3.5% | 3,255 | | 3,423 |
| | FGOLD 15YR 4% | 10,258 | | 10,848 |
| | FGOLD 15YR 5% | 178 | | 192 |
| | FGOLD 15YR 5% | 193 | | 207 |
| | FGOLD 15YR 5.5% | 235 | | 253 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|--------------------------|--------|--------|
| FGOLD 15YR 5.5% | 86 | 93 |
| FGOLD 15YR 5.5% | 253 | 275 |
| FGOLD 15YR GIANT 3% | 2,448 | 2,584 |
| FGOLD 15YR GIANT 3% | 2,950 | 3,102 |
| FGOLD 15YR GIANT 3.5% | 49 | 52 |
| FGOLD 15YR GIANT 3.5% | 5,150 | 5,415 |
| FGOLD 15YR GIANT 3.5% | 2,741 | 2,882 |
| FGOLD 15YR GIANT 4% | 433 | 458 |
| FGOLD 15YR TBA(REG B) 3% | 14,099 | 14,804 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|----------------------------------|
| | FGOLD 30YR 7% | 111 | | 128 |
| | FGOLD 30YR 7% | 53 | | 62 |
| | FHLMC 10/1 HYBRID ARM 5.113% | 66 | | 70 |
| | FHLMC 5/1 HYBRID ARM 2.537% | 594 | | 633 |
| | FHLMC 5/1 HYBRID ARM 2.563% | 504 | | 538 |
| | FHLMC 5/1 HYBRID ARM 3.006% | 300 | | 314 |
| | FHLMC 5/1 HYBRID ARM 3.17% | 286 | | 306 |
| | FHLMC 5/1 HYBRID ARM 6.026% | 279 | | 298 |
| | FHLMC 7/1 HYBRID ARM 2.828% | 840 | | 894 |
| | FHLMC, 01.000% 07/28/2017 | 15,400 | | 15,555 |
| | FHLMC_06-K1 5.651% | 3,327 | | 3,713 |
| | FHLMC_10-K8 2.746% | 2,131 | | 2,273 |
| | FHLMC_2843 5% | 9 | | 9 |
| | FHLMC_2907 4.5% | 152 | | 158 |
| | FHLMC_3812 2.75% | 2,675 | | 2,762 |
| | FHLMC_K701 2.776% | 1,595 | | 1,670 |
| | FNMA 10YR 5% | 139 | | 145 |
| | FNMA 10YR 5% | 35 | | 37 |
| | FNMA 10YR 5% | 237 | | 257 |
| | FNMA 10YR 5% | 10 | | 11 |
| | FNMA 10YR 5% | 399 | | 433 |
| | FNMA 10YR 5% | 818 | | 887 |
| | FNMA 10YR 5% | 331 | | 359 |
| | FNMA 10YR 5% | 96 | | 104 |
| | FNMA 10YR 5% | 295 | | 320 |
| | FNMA 10YR 5% | 501 | | 543 |
| | FNMA 10YR DUS 4.81% | 2,013 | | 2,189 |
| | FNMA 15YR 3.5% | 236 | | 250 |
| | FNMA 15YR 3.5% | 104 | | 110 |
| | FNMA 15YR 3.5% | 4,044 | | 4,293 |
| | FNMA 15YR 4% | 2,850 | | 3,054 |
| | FNMA 15YR 4.5% | 222 | | 239 |
| | FNMA 15YR 4.5% | 116 | | 125 |
| | FNMA 15YR 4.5% | 27 | | 29 |
| | FNMA 15YR 5% | 174 | | 192 |
| | FNMA 15YR 5% | 311 | | 341 |
| | FNMA 15YR 5% | 825 | | 897 |
| | FNMA 15YR 5% | 157 | | 170 |
| | FNMA 15YR 5% | 728 | | 792 |
| | FNMA 15YR 5% | 3 | | 3 |
| | FNMA 15YR 5% | 520 | | 563 |
| | FNMA 15YR 5.5% | 118 | | 127 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------|-----|-----|
| FNMA 15YR 5.5% | 44 | 48 |
| FNMA 15YR 5.5% | 314 | 338 |
| FNMA 15YR 5.5% | 178 | 191 |
| FNMA 15YR 5.5% | 341 | 368 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|----------------------------------|
| | FNMA 15YR 6% | 22 | | 24 |
| | FNMA 15YR 6% | 119 | | 127 |
| | FNMA 15YR 6% | 828 | | 914 |
| | FNMA 15YR 7% | 18 | | 18 |
| | FNMA 15YR 7% | 34 | | 35 |
| | FNMA 15YR 7.5% | 20 | | 21 |
| | FNMA 15YR TBA(REG B) 3% | 3,930 | | 4,148 |
| | FNMA 30YR 6% | 221 | | 243 |
| | FNMA 30YR 6% | 628 | | 702 |
| | FNMA 30YR 6% | 513 | | 575 |
| | FNMA 30YR 6.5% | 219 | | 248 |
| | FNMA 30YR 6.5% | 338 | | 383 |
| | FNMA 30YR 6.5% | 94 | | 107 |
| | FNMA 30YR 6.5% | 135 | | 157 |
| | FNMA 30YR 6.5% | 53 | | 61 |
| | FNMA 30YR 7% | 51 | | 61 |
| | FNMA 30YR 7% | 557 | | 665 |
| | FNMA 30YR 7% | 656 | | 783 |
| | FNMA 30YR 7% | 644 | | 742 |
| | FNMA 30YR 7.5% | 150 | | 184 |
| | FNMA 10/1 HYBRID ARM 4.671% | 77 | | 82 |
| | FNMA 10/1 HYBRID ARM 4.775% | 235 | | 250 |
| | FNMA 10/1 HYBRID ARM 4.836% | 84 | | 89 |
| | FNMA 10/1 HYBRID ARM 4.967% | 209 | | 216 |
| | FNMA 10/1 HYBRID ARM 5.043% | 679 | | 730 |
| | FNMA 10/1 HYBRID ARM 5.063% | 280 | | 302 |
| | FNMA 10/1 HYBRID ARM 5.064% | 249 | | 268 |
| | FNMA 10/1 HYBRID ARM 5.108% | 215 | | 232 |
| | FNMA 10/1 HYBRID ARM 5.109% | 675 | | 718 |
| | FNMA 10/1 HYBRID ARM 5.202% | 259 | | 273 |
| | FNMA 10/1 HYBRID ARM 5.295% | 265 | | 281 |
| | FNMA 10/1 HYBRID ARM 5.428% | 57 | | 60 |
| | FNMA 10/1 HYBRID ARM 5.481% | 164 | | 177 |
| | FNMA 10/1 HYBRID ARM 5.667% | 121 | | 130 |
| | FNMA 10/1 HYBRID ARM 5.728% | 419 | | 456 |
| | FNMA 10YR 3.5% | 874 | | 927 |
| | FNMA 10YR 5% | 65 | | 71 |
| | FNMA 10YR DUS 5.16% | 2,261 | | 2,511 |
| | FNMA 10YR DUS 5.709% | 1,413 | | 1,591 |
| | FNMA 15YR 3.5% | 88 | | 94 |
| | FNMA 15YR 3.5% | 591 | | 627 |
| | FNMA 15YR 4.5% | 339 | | 367 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------|-------|-------|
| FNMA 15YR 4.5% | 616 | 665 |
| FNMA 15YR 4.5% | 1,163 | 1,252 |
| FNMA 15YR 5% | 54 | 58 |
| FNMA 15YR 5.5% | 2 | 2 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|----------------------------------|
| | FNMA 15YR 5.5% | 404 | | 438 |
| | FNMA 30YR 6.5% | 594 | | 668 |
| | FNMA 5/1 HYBRID ARM 1.408% | 516 | | 534 |
| | FNMA 5/1 HYBRID ARM 2.821% | 565 | | 610 |
| | FNMA 5YR DUS 4.288% | 4,576 | | 4,752 |
| | FNMA 7/1 HYBRID ARM 2.166% | 320 | | 333 |
| | FNMA 7/1 HYBRID ARM 2.453% | 184 | | 195 |
| | FNMA 7/1 HYBRID ARM 2.514% | 193 | | 201 |
| | FNMA 7/1 HYBRID ARM 2.54% | 259 | | 275 |
| | FNMA 7/1 HYBRID ARM 2.542% | 363 | | 383 |
| | FNMA 7/1 HYBRID ARM 5.039% | 159 | | 165 |
| | FNMA 7/1 HYBRID ARM 5.268% | 256 | | 272 |
| | FNMA 7/1 HYBRID ARM 5.725% | 375 | | 396 |
| | FNMA 7/1 HYBRID ARM 5.782% | 325 | | 339 |
| | FNMA 7/1 HYBRID ARM 5.832% | 219 | | 237 |
| | FNMA 7/1 HYBRID ARM 5.866% | 95 | | 98 |
| | FNMA 7/1 HYBRID ARM 5.886% | 139 | | 147 |
| | FNMA_03-W11 3.32465% | 5 | | 5 |
| | FNMA_03-W19 5.29% | 441 | | 452 |
| | FNMA_04-60 5.5% | 482 | | 518 |
| | FNMA_09-37 4% | 1,840 | | 1,935 |
| | FNMA_10-87 4% | 1,176 | | 1,205 |
| | FNMA_11-15 5.5% | 2,427 | | 2,618 |
| | FNMA_11-16 3.5% | 675 | | 708 |
| | FNMA_11-55 3% | 3,900 | | 4,092 |
| | FNMA_12-31 1.75% | 6,432 | | 6,524 |
| | FSPC_T-13 6.085% | 15 | | 16 |
| | GNMA_09-63 3.4% | 1,618 | | 1,676 |
| | GNMA_09-71 3.304% | 1,976 | | 2,040 |
| | GNMA_10-100 2.3514% | 291 | | 292 |
| | GNMA_10-122 1.897% | 1,574 | | 1,594 |
| | GNMA_10-122 3.772% | 883 | | 914 |
| | GNMA_10-124 3.848% | 517 | | 533 |
| | GNMA_10-141 1.864012% | 1,138 | | 1,152 |
| | GNMA_10-16 2.676% | 1,938 | | 1,966 |
| | GNMA_10-16 3.214% | 1,779 | | 1,867 |
| | GNMA_10-18 3.1% | 2,445 | | 2,553 |
| | GNMA_10-22 2.22933% | 553 | | 557 |
| | GNMA_10-36 2.95% | 672 | | 677 |
| | GNMA_10-49 2.87% | 772 | | 790 |
| | GNMA_10-52 2.94% | 803 | | 809 |
| | GNMA_10-74 2.629% | 1,954 | | 1,999 |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | | |
|----------------------|-------|-------|
| GNMA_10-83 2.021427% | 3,282 | 3,312 |
| GNMA_11-143 3.97418% | 1,374 | 1,438 |
| GNMA_11-161 1.738% | 2,551 | 2,596 |
| GNMA_12-142 1.105% | 1,756 | 1,769 |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|---|--|----------|--|
| | GNMA_12-55 1.75% | 1,946 | | 1,991 |
| | GNMA_12-86 1.55817% | 1,779 | | 1,805 |
| | NCUA GUARANTEED NOTES, 00.226% 06/12/2013 | 2,785 | | 2,785 |
| | PRIVATE EXPORT FUNDING CO, 03.050% 10/15/2014 | 3,425 | | 3,583 |
| | PRIVATE EXPORT FUNDING CO, 05.450% 09/15/2017 | 1,920 | | 2,321 |
| | TREASURY NOTE, 01.000% 08/31/2019 | 49,000 | | 48,713 |
| | TREASURY NOTE, 01.250% 10/31/2015 | 10,000 | | 10,255 |
| | US TII .50 04/15/15 (TIPS) | 2,520 | | 2,807 |
| | US TII 1.25 04/15/14 (TIPS) | 6,785 | | 7,648 |
| | Met Life Separate Account Contract | 657 | | 65,919 |
| | <i>Common/Collective Trusts</i> | | | |
| | COLUMBIA TRUST GOV MONEY MKT FUND | 27,038 | | 27,038 |
| | CT Short Term Conservative Govt Bond Fund | 9,416 | | 94,910 |
| | RVST US Stable Capital Fund I | 1,823 | | 48,199 |
| | ATC Collective Funds Income - RVST Government Income Fund | 1,029 | | 77,951 |
| | The Stable Value Fund, Excluding Wrap Agreements Total | | | 652,530 |
| | <i>Wrap Agreements</i> | | | |
| | BANK OF AMERICA - #01-132, MATURES 12/31/50, 4.10% | | | 36 |
| | MONUMENT LIFE II - #MDA00633TR, MATURES 12/31/50, 4.11% | | | 11 |
| | MONUMENT LIFE V - #MDS00375TR, MATURES 12/31/50, 4.08% | | | 19 |
| | NATIXIS - # 1025-06, MATURES 12/31/50, 4.04% | | | 28 |
| | PACIFIC LIFE - # 26755, MATURES 12/31/50, 4.00% | | | 38 |
| | RBC I - #10903, MATURES 12/31/50, 4.02% | | | 19 |
| | RBC II - #20903, MATURES 12/31/50, 4.50% | | | 19 |
| | Wrap Agreements Total | | | 170 |
| | Total Investments, at Fair Value | | | 3,775,320 |
| | Adjustment from Fair Value to Contract Value | | | |
| | BANK OF AMERICA - #01-132, MATURES 12/31/50, 4.10% | | | (1,560) |

Edgar Filing: AMERICAN EXPRESS CO - Form 11-K

| | |
|---|-----------------|
| JP MORGAN CHASE I - #AISP01, MATURES 12/31/50, 4.24% | (2,055) |
| MET LIFE - #28972, MATURES 12/31/50, 3.98% | (1,833) |
| Met LIFE (SA) - #32745 | (1,724) |
| MONUMENT LIFE II - #MDA00633TR, MATURES 12/31/50, 4.11% | (639) |
| MONUMENT LIFE V - #MDS00375TR, MATURES 12/31/50, 4.08% | (2,750) |
| NATIXIS - # 1025-06, MATURES 12/31/50, 4.04% | (1,248) |
| PACIFIC LIFE - # 26755, MATURES 12/31/50, 4.00% | (1,635) |
| RBC I - #10903, MATURES 12/31/50, 4.02% | (837) |
| RBC II - #20903, MATURES 12/31/50, 4.50% | (1,933) |
| Adjustment from Fair Value to Contract Value Total | (16,214) |

* Indicates party-in-interest

Table of Contents

EIN 13-4922250

Plan #: 002

AMERICAN EXPRESS RETIREMENT SAVINGS PLAN

Schedule H, Line 4i Schedule of Assets (Held at End of Year)

December 31, 2012

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Number of Shares / Units or Face Amount (in thousands) | (d) Cost | (e) Current Value (in thousands) |
|-----|--|--|----------|----------------------------------|
| | Investment Total as of 12/31/2012 | | | 3,759,106 |
| * | Loans to Participants | | | |
| | Various Loans - 3.25% through 9.50% due through September 2041 | | | 101,139 |
| | Loans to Participants Total | | | 101,139 |

* Indicates party-in-interest

Table of Contents

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Employee Benefits Administration Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN EXPRESS RETIREMENT

SAVINGS PLAN

Date: June 28, 2013

By /s/ Valeria Christensen
Valeria Christensen
Employee Benefits Administration
Committee

Table of Contents

EXHIBIT INDEX

Exhibit

| Number | Description | How Filed |
|---------------|--|-------------------------------|
| 23.1 | Consent of Independent Registered Public Accounting Firm PricewaterhouseCoopers LLP | Electronically filed herewith |

E-1