

AMERICAN EXPRESS CO
Form FWP
March 13, 2008

**Issuer Free Writing Prospectus
Filed pursuant to Rule 433
Registration No. 333-138032**

AMERICAN EXPRESS COMPANY
\$2,000,000,000
7.000% FIXED RATE 10-YEAR GLOBAL SENIOR NOTES

Terms and Conditions

| | |
|-----------------------------------|---|
| Issuer: | American Express Company |
| Expected Ratings (1) : | A1 / A+ / A+ (Moody's / S&P / Fitch) |
| Ranking: | Senior Notes |
| Trade Date: | March 12, 2008 |
| Settlement Date: | March 19, 2008 (T+5 days) |
| Maturity: | March 19, 2018 |
| Par Amount: | \$2,000,000,000 |
| Benchmark Treasury: | UST 3.500% due 2/18 |
| Re-offer Spread to Benchmark: | T ₁₀ +362.5 bps |
| Re-offer Yield: | 7.054% |
| Coupon: | 7.000% |
| Public Offering Price: | 99.617% |
| Underwriting Discount: | 0.400% |
| Net Proceeds to American Express: | \$1,984,340,000 (before expenses) |
| Interest Payment Dates: | The 19 th of each September and March, beginning September 19 th , 2008 |
| Day Count: | 30 / 360 |
| Redemption: | The notes may not be redeemed prior to maturity unless certain events occur involving taxation |
| Listing: | The notes will not be listed on any exchange |
| Minimum Denominations/Multiples: | Minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof |
| Cusip: | 025816AY5 |
| ISIN: | US025816AY50 |
| Joint Book Managers: | Citigroup Global Markets Inc. J.P. Morgan Securities Inc. Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| Joint Lead Manager: | Greenwich Capital Markets, Inc. |
| Co-Managers: | Banc of America Securities LLC Barclays Capital Inc. BNP PARIBAS Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Goldman, Sachs & Co. Mitsubishi UFJ Securities International plc Mizuho Securities USA Inc. National Australia Bank Limited |
| Junior Co-Managers: | BNY Capital Markets, Inc. CastleOak Securities, L.P. The Williams Capital Group, L.P. |

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(1) An explanation of the significance of ratings may be obtained from the rating agencies. Generally, rating agencies base their ratings on such material and information, and such of their own investigations, studies and assumptions, as they deem appropriate. The rating of the notes should be evaluated independently from similar ratings of other securities. A credit rating of a security is not a recommendation to buy, sell or hold securities and may be subject to review, revision, suspension, reduction or withdrawal at any time by the assigning rating agency.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Citigroup Global Markets Inc. toll free at 1-877-858-5407, J.P. Morgan Securities Inc. at 1-212-834-4533 (collect calls accepted), Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-866-500-5408 or Greenwich Capital Markets, Inc. at 1-866-884-2071.
