

AMERICAN ELECTRIC POWER CO INC
Form 11-K
June 23, 2017

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

FORM 11-K

(Mark One)

ANNUAL
REPORT
x PURSUANT
TO SECTION
15(d)
OF THE
SECURITIES
EXCHANGE
ACT OF 1934

For the year
ended
December 31,
2016

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
- 3525

AMERICAN
ELECTRIC
POWER
SYSTEM
RETIREMENT
SAVINGS
PLAN
(Full title of the
plan)

AMERICAN
ELECTRIC
POWER
COMPANY,
INC.
1 Riverside
Plaza,
Columbus,
Ohio 43215
(Name of
issuer of the
securities held
pursuant to the
plan and the
address
of its principal
executive
office)

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Note: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Benefits Finance Committee has duly caused this annual report to be signed by the undersigned thereunto duly authorized.

By: /s/ Lonni Dieck

Lonni Dieck, SVP and Treasurer

Date: June 23, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the American Electric Power System Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of the American Electric Power System Retirement Savings Plan (the "Plan") as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended. 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 in accordance with 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. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also 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, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The supplemental schedules listed in the table of contents have been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedules are the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedules reconcile to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedules. In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, such schedules are fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ Deloitte & Touche LLP
Columbus, Ohio
June 23, 2017

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2016 and 2015

	2016	2015
ASSETS		
Investments at Fair Value	\$3,377,447,950	\$3,192,088,609
Investments at Contract Value	717,227,064	734,837,295
Notes Receivable from Participants	84,946,911	87,524,769
NET ASSETS AVAILABLE FOR BENEFITS	\$4,179,621,925	\$4,014,450,673

See Notes to Financial Statements beginning on page 6.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
 STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 For the Years Ended December 31, 2016 and 2015

	2016	2015
INVESTMENT INCOME		
Net Appreciation (Depreciation) in Investments	\$270,252,489	\$(7,668,543)
Interest and Dividends	23,721,274	30,016,946
Total Investment Income	293,973,763	22,348,403
CONTRIBUTIONS		
Participants	173,725,207	170,142,439
Employer	73,094,370	72,420,999
Total Contributions	246,819,577	242,563,438
DISTRIBUTIONS TO PARTICIPANTS		
	(325,639,867)	(304,736,006)
Administrative and Management Fees		
Professional Fees	(696,174)	(639,628)
Investment Advisory and Management Fees	(5,765,750)	(6,123,841)
Other Fees	(440,666)	(427,954)
Total Administrative and Management Fees	(6,902,590)	(7,191,423)
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	4,122,637	3,977,463
NET INCREASE (DECREASE) IN PLAN ASSETS BEFORE TRANSFERS	212,373,520	(43,038,125)
TRANSFERS INTO PLAN	20,407,529	—
TRANSFERS FROM PLAN	(67,609,797)	—
INCREASE (DECREASE) IN NET ASSETS	165,171,252	(43,038,125)
NET ASSETS AVAILABLE FOR BENEFITS BEGINNING OF YEAR	4,014,450,673	4,057,488,798
NET ASSETS AVAILABLE FOR BENEFITS END OF YEAR	\$4,179,621,925	\$4,014,450,673

See Notes to Financial Statements beginning on page 6.

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
For the Years Ended December 31, 2016 and 2015

1. PLAN DESCRIPTION

The following description of the American Electric Power System Retirement Savings Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan documents for a more complete description of the Plan's information.

General

The Plan is a defined contribution plan that became effective and commenced operations on January 1, 1978. The Plan covers full-time and part-time employees of the participating subsidiaries of American Electric Power Company, Inc. (AEP or the Company) who are not excluded by the terms of the Plan, such as pursuant to a unionized collective bargaining agreement. American Electric Power Service Corporation (AEPSC) is the plan administrator (Plan Administrator) and plan sponsor (Plan Sponsor). AEPSC is a wholly-owned subsidiary of AEP. JP Morgan Chase Bank (JPMorgan) is the primary trustee for the Plan. Great West Financial Retirement Plan Services, LLC (Empower Retirement) is the plan record keeper. Effective May 23, 2016, American Electric Power Service Corporation (AEPSC) appointed Great-West Trust Company, LLC (GWTC) as a trustee/custodian for certain cash held on behalf of the Plan pending investment or disbursement.

Contributions

Newly eligible employees are automatically enrolled in the Plan with a 3% pretax deferral. Employees may opt out of the automatic enrollment or revise their elections after they are notified of their right not to have such pretax deferrals made on their behalf and how their account will be invested in the absence of their making an investment election. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Generally, eligible employees participating in the Plan may make contributions (pretax, after-tax or Roth 401(k) contributions) in 1% increments up to 50% of their eligible pay (within Internal Revenue Service (IRS) limits). Participants who are age 50 and older are eligible to contribute additional pretax or Roth 401(k) amounts as catch-up contributions. The catch-up contribution limit was \$6,000 for 2016 and 2015. An employee who is eligible to participate in the Plan also may roll eligible retirement benefits into the Plan. The participating employers contribute to the Plan, on behalf of each participant, an amount equal to 100% of the participant's non-rollover contributions up to 1% of the participant's eligible compensation for each payroll period, plus 70% of the participant's contributions for the next 5% of the participant's eligible compensation for each payroll period, subject to certain limitations. All contributions that are withheld from a participant's pay or are made by the participating employers are deposited in the American Electric Power System Retirement Savings Plan Trust after each pay period. The Plan, in a manner consistent with the requirements under section 401 of the Internal Revenue Code (IRC), restricts the amount that certain participants who are deemed highly compensated may contribute to the Plan, provided that it is AEPSC's intent that the Plan include a "qualified automatic contribution arrangement" (as defined in Section 401(k)(13) of the IRC), such that only the after-tax contributions made by such highly compensated participants may be subject to such restrictions.

Dolet Hills Lignite Company, LLC (DHLC) is wholly -owned by Southwestern Electric Power Company, which is a wholly-owned Subsidiary of AEP. In January 2016, DHLC employees became eligible to participate in the Plan.

In connection with that transition, DHLIC and the Plan Sponsor decided that DHLIC's 401(k) savings plan would be merged into the Plan and as a result, \$20.4 million in assets were transferred to the Plan in January 2016.

In November 2015, AEP sold its commercial barge transportation subsidiary, AEP River Operations (AEPRO), to American Commercial Barge Lines (ACBL), a nonaffiliated party. ACBL acquired AEPRO by purchasing all the common stock of AEP Resources, Inc., the parent company of AEPRO. AEP agreed to cause the Plan account balances of the participants who became employees of ACBL or its affiliates to be transferred to the 401(k) retirement plan in which they had become participants following the sale. As a result, \$67.6 million in assets were transferred out of the Plan and into ACBL's 401(k) plan in February 2016, including \$5.0 million in participant loans receivable.

Investments

The investment options offered by the Plan are a series of separately managed accounts, interests in commingled and collective trusts, Target Date Funds, the AEP Stock Fund and self-directed mutual fund brokerage accounts. Affiliates of JPMorgan and Empower Retirement provide custody, trustee, recordkeeping and other services with regard to investments.

Notes Receivable from Participants

Participants may borrow from their savings plan accounts a minimum of \$1,000 but no more than the lesser of \$50,000 or 50% of their account balance. Loan terms range from 12 months to 60 months (or up to 180 months for certain residential loans), or any monthly increment in-between. Interest rates, fixed for the life of the loan, are calculated by adding 1% to the prime rate, as reported in the Wall Street Journal as of the first business day of the calendar month in which the loan is taken. Active employees repay principal and interest payments through payroll deductions.

Participant loans and the accrued interest are collateralized by the account balance, and upon default, the outstanding balance is subject to income taxes and possible tax penalty.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant's account is credited with the participant's contributions, the Company's matching contributions and investment earnings and losses and charged with benefit payments and allocations of Plan expenses. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Participants may transfer the value of their cumulative contributions, in any whole percentage or dollar amount, among investments, and change their investment elections on a daily basis. Participants may change their payroll contribution elections coinciding with the Company's payroll periods.

Vesting and Distribution

Participants are immediately vested in their pretax, after-tax, Roth 401(k) and the Company matching contributions, including earnings thereon. Excluding participants' pretax and Roth 401(k) contributions, and post-2008 Company matching contributions, all participants may make an unlimited number of withdrawals of their interest in the Plan,

including their pre-2009 Company matching contributions. Pretax and Roth 401(k) contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier upon hardship (as defined by the Plan) or following termination of employment. Post-2008 Company matching contributions are eligible for withdrawal by participants only after age 59-1/2, or earlier following earlier termination of employment, but not upon hardship.

The AEP Stock Fund, a Plan investment option, is an employee stock ownership plan or fund. As a result, participants can elect to have dividends generated from their AEP Stock Fund holdings paid out in cash, rather than automatically reinvested in the fund. The dividend payouts are made periodically (at least annually) and are treated as ordinary income to the participants for tax purposes.

2. ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements are prepared on an accrual basis of accounting, in conformity with accounting principles generally accepted in the United States of America (GAAP).

Investment Valuation and Income Recognition

Participants direct the investment of their contributions into various investment options offered by the Plan. Investments in securities are reported at fair value while fully benefit responsive investment contracts are reported at contract value. Fair value of a financial instrument is 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.

Purchases and sales of securities have been recorded on a trade-date basis. Net appreciation includes the Plan's gains or losses on investments bought or sold as well as held throughout the year. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. These amounts are reinvested by the Trustee in the funds that generated such income with the exception of the AEP Stock Fund, which pays or reinvests dividends at the direction of each participant.

Notes Receivable from Participants

Notes Receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are not recorded as distributions until actually distributed based on the terms of the Plan document.

Administrative and Management Fees

Administrative and Management Fees incurred relating to JPMorgan and Empower Retirement during 2016 and 2015 totaled \$2,566,217 and \$2,532,903, respectively. The Plan directly pays for administrative, recordkeeping and management fees.

Distributions to Participants

Distributions to participants are recorded when paid. There were no material amounts of distributions due to participants who requested distributions from the Plan as of December 31, 2016 and 2015.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein and disclosure of contingent assets. Actual results could differ from the estimates.

Fair Value Measurements of Assets

The accounting guidance for “Fair Value Measurements and Disclosures” establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). AEPSC’s staff independently monitors valuation policies and procedures and provides members of the Benefits Finance Committee (BFC) and its Investment Subcommittee (IC) various monthly and quarterly reports, regarding compliance with policies and procedures. The BFC consists of AEPSC’s Chief Financial Officer, Treasurer, Chief Administrative Officer, Chief Risk Officer, Executive Vice President General Counsel in addition to the Executive Vice President - Energy Supply of AEP and the President of AEP Ohio. The IC consists of AEPSC’s Treasurer, Chief Risk Officer (until May 22, 2017), Director of Trusts and Investments and two Managing Directors of Corporate Finance (one that was appointed August 22, 2016 and the other May 22, 2017).

The Plan utilizes its Trustee’s external pricing service to estimate the fair value of the underlying investments held in the Plan. The Plan’s investment managers review and validate the prices utilized by the Trustee to determine fair value. The Plan Administrator performs its own valuation testing to verify the fair values of the securities, in part by reviewing audit reports of the Trustee’s operating controls and valuation processes.

Assets in the Plan are classified using the following methods. Equities are classified as Level 1 holdings if they are actively traded on exchanges. Items classified as Level 1 are investments in money market funds, fixed income and equity mutual funds and domestic equity securities. They are valued based on observable inputs primarily unadjusted quoted prices in active markets for identical assets. Items classified as Level 2 are primarily investments in individual fixed income securities and cash equivalents funds. Fixed income securities do not trade on an exchange and do not have an official closing price but their valuation inputs are based on observable market data.

The Trustee uses multiple pricing vendors for the assets held in trust. The Trustee’s pricing vendors calculate bond valuations using financial models and matrices. The models use observable inputs including yields on benchmark securities, quotes by securities brokers, rating agency actions, discounts or premiums on securities compared to par prices, changes in yields for U.S. Treasury securities, corporate actions by bond issuers, prepayment schedules and histories, economic events and, for certain securities, adjustments to yields to reflect changes in the rate of inflation. Cash equivalent funds are held to provide liquidity and meet short term cash needs. The underlying holdings in the cash funds consist of commercial paper, certificates of deposit, treasury bills, and other short-term debt securities. Short-term debt securities are valued based on observable market data by the trust banks pricing vendor. Other securities with model-derived valuation inputs that are observable are also classified as Level 2 investments. Investments with unobservable valuation inputs are classified as Level 3 investments.

Common Collective Trusts are valued at the net asset value per share (NAV) and the Managed Income Fund is valued at contract value. The basis of the reported NAV is the total fair value of all underlying holdings less expenses and liabilities. The value of each unit is determined by dividing the net asset value of the fund by the number of applicable units outstanding on the valuation date. The following funds are underlying investments of the Managed Income Fund.

JPMorgan US Treasury Plus and US Government Money Market Funds

The objective of these funds is to provide liquidity and meet short-term cash needs while preserving principal. The underlying holdings in the JPMorgan US Treasury Plus fund include U.S. Treasury obligations, including Treasury bills, bonds and notes and other obligations issued or guaranteed by the U.S. Treasury, and repurchase agreements fully collateralized by U.S. Treasury securities. The underlying holdings in the JPMorgan US Government fund include debt securities issued or guaranteed by the U.S. government, or by U.S. government agencies or instrumentalities or Government-Sponsored Enterprises (“GSEs”), and repurchase agreements fully collateralized by U.S. Treasury and U.S. government securities.

Metlife Separate Account No. 690

The objective of the fund is to exceed the performance of the Barclays Capital 1-3 year Government/Credit Index. The fund seeks to preserve principal and an above average level of income with the goal of minimizing overall portfolio risk. Fixed income securities do not trade on an exchange and do not have an official closing price.

3. PLAN TERMINATION

Although it has not expressed any intent to do so, AEPSC has the right to take such actions as will allow contributions to the Plan to be discontinued at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants remain 100 percent vested in their accounts.

4. INVESTMENT CONTRACTS

The Managed Income Fund provides a stable value investment option that includes fully benefit-responsive wrap contracts which assure the book value of investments for plan participants. The fund’s underlying assets, which are held in a trust, utilize wrap contracts issued by four financial institutions as of December 31, 2016 and 2015. The contracts provide that participants execute plan transactions at contract value. Contract value represents contributions made to the fund, plus credited interest, less participant withdrawals, without regard to changes in the fair value of the investments and securities underlying the fund. The rates for crediting interest are reset periodically based on market rates of other similar investments, the current yield of the underlying investments and the spread between the market value and contract value. The interest crediting rate cannot be less than 0%. Certain events initiated by the Plan Sponsor, such as plan termination or a plan merger, would limit the ability of the Plan to administer participant-level transactions at contract value or may allow for the termination of the wrap contract at market value, rather than contract value.

The Plan Sponsor does not believe that any events that may limit the ability of the plan to transact at contract value are probable as of December 31, 2016 or the date these financial statements are issued.

5. PARTY-IN-INTEREST TRANSACTIONS

Certain transactions involving the Plan and its assets involved parties in interest with respect to the Plan, but most of those transactions were not prohibited transactions under ERISA because of the applicability of one or more exemptions. The exempt party-in-interest transactions involving the Plan included the following: JPMorgan Chase Bank, N.A. has acted as trustee and custodian under the Plan, while its affiliates have acted as (a) investment managers for a number of the Plan's investment options; and (2) Great West Trust Company, LLC, has been acting as a trustee and custodian under the Plan since May 23, 2016, while its affiliates have acted as (a) the Plan's record keeper and (b) investment advisor or investment manager for a number of plan participants with respect to the amounts held in their Plan accounts.

As of December 31, 2016 and 2015, the Plan held 5,229,663 and 5,503,327 shares, respectively, of common stock of American Electric Power Company, Inc., the parent company of the Plan Sponsor, with a cost basis of \$220,285,746 and \$219,608,258, respectively. During the years ended December 31, 2016 and 2015, the Plan recorded dividend income of \$11,775,399 and \$12,146,882, respectively, related to its investment in that common stock.

The Plan entered into a non-exempt prohibited transaction when it made a series of overpayments to the Trustee between October 2006 and July 2014. ERISA Section 406(a)(1)(D) prohibits the use of plan assets by, or transfer of plan assets to, a party in interest (such as a fiduciary investment manager or Trustee). Although an exemption under ERISA 408(b)(2) generally is applicable to contracts with parties (such as Trustees) for services necessary for the operation of a plan where no more than reasonable compensation is paid therefor, the described payments represent the amount invoiced and paid by the Plan in excess of the amount required by the applicable contract.

The Trustee had agreed to apply different fee rates to different plan accounts, depending on the classification of the activity transacted in those accounts, and had agreed to waive normal fees with regard to other accounts. However, upon a review of the invoices generated by the Trustee, it was discovered that (a) for the period between July 2006 and July 2014, the Trustee had mistakenly applied incorrect fee rates applicable to certain accounts, and (b) between July 2009 and July 2014, it had mistakenly applied fees that it had agreed to waive. These resulted in an effective overcharge for their services. Following confirmation of the overpayments in 2014, the Plan secured repayment of the excess charges and the Trustee and Plan Sponsor have confirmed that the transactions were fully remediated in 2016.

The Plan Administrator reviewed whether certain legal fees paid by the Plan in September 2012 entailed a non-exempt prohibited transaction. It concluded that those fees did in fact relate to services for the operation of the Plan and therefore are not a prohibited transaction under ERISA.

The Plan also entered into a non-exempt prohibited transaction in March 2016 when Galliard Capital Management, Inc. (Galliard), a fiduciary investment manager engaged by the Plan, used its discretion to cause the Plan to purchase corporate bonds that had been issued by Berkshire Hathaway, Inc., which by then had become a 10% or more shareholder of Wells Fargo, Inc., which is the parent corporation of Galliard. ERISA Section 3(14)(H) defines the term "party in interest" to include a 10 percent or more shareholder directly or indirectly of a plan fiduciary. Therefore, when Galliard caused the Plan to purchase the bonds issued by Berkshire Hathaway, the resulting relationship between the Plan and Berkshire Hathaway may be considered an indirect use of Plan assets by a party in interest. When Galliard caused the Plan to sell the bonds approximately 6 months later at a gain of \$25,359, that put the Plan in a financial position that was no worse than it would have been had the transaction not occurred,

which “corrected” the transaction per applicable tax regulations. (See Temporary Treasury Regulation Section 141.4975-13 and Treasury Regulation Section 53.4941(e)-1(c)(1).)

6. FAIR VALUE MEASUREMENTS

For a discussion of fair value accounting and the classification of assets within the fair value hierarchy, see the “Fair Value Measurements of Assets” section of Note 2.

Plan Assets within the Fair Value Hierarchy as of December 31, 2016

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks	\$635,410,822	\$—	\$	—\$—	\$635,410,822
AEP Stock	329,259,557	—	—	—	329,259,557
Subtotal Equities	964,670,379	—	—	—	964,670,379
Fixed Income					
Government Bonds	—	20,789,868	—	—	20,789,868
Corporate Debt Securities	—	10,937,074	—	—	10,937,074
Mortgage Backed Securities	—	10,794,803	—	—	10,794,803
Subtotal Fixed Income	—	42,521,745	—	—	42,521,745
Common/Collective Trusts					
JPMorgan Liquidity Fund (a)	—	—	—	12,947,585	12,947,585
Mellon Capital Small Cap Stock Index Fund (a)	—	—	—	181,257,716	181,257,716
Mellon Capital Mid Cap Stock Index Fund (a)	—	—	—	239,275,406	239,275,406
Mellon Capital Stock Index Fund (a)	—	—	—	744,575,161	744,575,161
Mellon Capital International Stock Index Fund (a)	—	—	—	463,841,234	463,841,234
Mellon Capital REIT Index Fund (a)	—	—	—	27,607,567	27,607,567
Mellon Capital Aggregate Bond Index Fund (a)	—	—	—	451,234,688	451,234,688
Mellon Capital Treasury Inflation-Protected Securities Fund (a)	—	—	—	19,303,861	19,303,861
JPMorgan Strategic Property Fund (a)	—	—	—	43,720,839	43,720,839
Mellon Capital Emerging Markets Stock Index Fund (a)	—	—	—	26,607,569	26,607,569
Subtotal Common/Collective Trusts	—	—	—	2,210,371,626	2,210,371,626
Registered Investment Companies (a)					
Cash Equivalents (a)	—	38,478	—	21,981,151	22,019,629
Accrued Items and Unsettled Trades (a)	(956,071)	(5,486,311)	—	(2,091,521)	(8,533,903)
Total Assets Reflecting Investments at Fair Value	\$963,714,308	\$37,073,912	\$	—\$2,376,659,730	\$3,377,447,950

(a)

Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

Plan Assets within the Fair Value Hierarchy as of December 31, 2015

	Level 1	Level 2	Level 3	Other	Total
Equities					
Corporate Stocks	\$651,023,438	\$—	\$	—\$—	\$651,023,438
AEP Stock	320,678,864	—	—	—	320,678,864
Subtotal Equities	971,702,302	—	—	—	971,702,302
Fixed Income					
Government Bonds	—	22,185,387	—	—	22,185,387
Corporate Debt Securities	—	12,881,747	—	—	12,881,747
Mortgage Backed Securities	—	13,834,151	—	—	13,834,151
Subtotal Fixed Income	—	48,901,285	—	—	48,901,285
Common/Collective Trusts					
JPMorgan Liquidity Fund (a)	—	—	—	12,470,523	12,470,523
Mellon Capital Small Cap Stock Index Fund (a)	—	—	—	168,768,573	168,768,573
Mellon Capital Mid Cap Stock Index Fund (a)	—	—	—	65,664,948	65,664,948
Mellon Capital Stock Index Fund (a)	—	—	—	679,723,905	679,723,905
Mellon Capital International Stock Index Fund (a)	—	—	—	390,982,224	390,982,224
Mellon Capital REIT Index Fund (a)	—	—	—	26,129,855	26,129,855
Mellon Capital Aggregate Bond Index Fund (a)	—	—	—	565,276,859	565,276,859
Mellon Capital Treasury Inflation-Protected Securities Fund (a)	—	—	—	18,154,304	18,154,304
JPMorgan Strategic Property Fund (a)	—	—	—	46,781,444	46,781,444
Mellon Capital Emerging Markets Stock Index Fund (a)	—	—	—	24,600,662	24,600,662
Subtotal Common/Collective Trusts	—	—	—	1,998,553,297	1,998,553,297
Registered Investment Companies (a)	—	—	—	159,986,702	159,986,702
Cash Equivalents (a)	—	—	—	13,495,014	13,495,014
Accrued Items and Unsettled Trades (a)	(2,427,977)	1,742,397	—	135,589	(549,991)
Total Assets Reflecting Investments at Fair Value	\$969,274,325	\$50,643,682	\$	—\$2,172,170,602	\$3,192,088,609

Amounts in “Other” column represent investments for which fair value is measured using net asset value per share in (a) accordance with ASU 2015-07, Disclosure for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent), which was retrospectively applied to prior periods.

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The following tables set forth a summary of the Plan's investments with a reported Net Asset Value as of December 31, 2016 and 2015:

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2016

Common/Collective Trusts	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 12,947,585	Daily	1 Day
Mellon Capital Small Cap Stock Index Fund	181,257,716	Daily	Trade Date + 1
Mellon Capital Mid Cap Stock Index Fund	239,275,406	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	744,575,161	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	463,841,234	Daily	Trade Date + 1
Mellon Capital REIT Index Fund	27,607,567	Daily	Trade Date + 1
Mellon Capital Aggregate Bond Index Fund	451,234,688	Daily	Trade Date + 1
Mellon Capital Treasury Inflation-Protected Securities Fund	19,303,861	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	43,720,839	Quarterly	45 Days
Mellon Capital Emerging Markets Stock Index Fund	26,607,569	Daily	Trade Date + 1
Total Assets	\$ 2,210,371,626		

Fair Value Estimated Using Net Asset Value per Share as of December 31, 2015

Common/Collective Trusts	Fair Value	Redemption Frequency (If currently eligible)	Redemption Notice Period
JPMorgan Liquidity Fund	\$ 12,470,523	Daily	1 Day
Mellon Capital Small Cap Stock Index Fund	168,768,573	Daily	Trade Date + 1
Mellon Capital Mid Cap Stock Index Fund	65,664,948	Daily	Trade Date + 1
Mellon Capital Stock Index Fund	679,723,905	Daily	Trade Date + 1
Mellon Capital International Stock Index Fund	390,982,224	Daily	Trade Date + 1
Mellon Capital REIT Index Fund	26,129,855	Daily	Trade Date + 1
Mellon Capital Aggregate Bond Index Fund	565,276,859	Daily	Trade Date + 1
Mellon Capital Treasury Inflation-Protected Securities Fund	18,154,304	Daily	Trade Date + 1
JPMorgan Strategic Property Fund	46,781,444	Quarterly	45 Days

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Mellon Capital Emerging Markets Stock Index Fund	24,600,662	Daily	Trade Date + 1
Total Assets	\$ 1,998,553,297		

It is the Plan's policy to record transfers in and transfers out of each level at the end of each reporting period. There have been no transfers between Level 1, Level 2, and Level 3 during the years ended December 31, 2016 and 2015.

7. RISK AND UNCERTAINTIES

The Plan utilizes various investment instruments, including common stock, bonds, commingled funds and investment contracts. Investment securities are exposed to various risks, such as interest rate, credit and market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the financial statements.

8. FEDERAL INCOME TAX

The IRS has issued a favorable determination letter dated September 24, 2013 with respect to the Plan. A favorable determination letter indicates that, in the opinion of the IRS, the terms of the Plan meets the requirements of Section 401(a) of the IRC, and thereby recognizes the exempt status of the Plan's trust pursuant to Section 501(a) of the IRC.

The Plan has been amended subsequent to the issuance of that IRS determination letter. On January 30, 2017, the Plan Sponsor filed with the IRS an application for an updated determination letter that would address the amendments made to the Plan not covered by the 2013 determination letter. Plan management believes that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and that the Plan's trust continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

GAAP requires Plan management to evaluate tax positions taken by the Plan and to recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2016 and 2015, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. However, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2013.

9. RECONCILIATION OF FINANCIAL STATEMENTS TO THE FORM 5500

The following tables are reconciliations of participant loans and net assets available for benefits per the financial statements to Form 5500.

Participant Loans - Schedule H, Part I, Line 1c(8), Column (a)	January 1,	
	2016	2015
Beginning Balance per Financial Statements	\$87,524,769	\$85,735,539
Less: Loans Deemed Distributed with No Post-Default Payments	(2,532,695)	(2,386,756)
Balance Reported on Form 5500	\$84,992,074	\$83,348,783

		December 31,	
Participant Loans - Schedule H, Part I, Line 1c(8), Column (b)		2016	2015
Ending Balance per Financial Statements		\$84,946,911	\$87,524,769
Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments		(3,731,609)	(2,532,695)
Balance Reported on Form 5500		\$81,215,302	\$84,992,074
		January 1,	
Net Assets - Schedule H, Part I, Line 11, Column (a)		2016	2015
Beginning Balance per Financial Statements		\$4,014,450,673	\$4,057,488,798
Plus: Adjustment from Contract Value to Fair Value		—	7,328,563
Less: Loans Deemed Distributed with No Post-Default Payments		(2,532,695)	(2,386,756)
Beginning Balance Reported on Form 5500		\$4,011,917,978	\$4,062,430,605
		December 31,	
Net Assets - Schedule H, Part I, Line 11, Column (b)		2016	2015
Ending Balance per Financial Statements		\$4,179,621,925	\$4,014,450,673
Less: Assets and Activity Related to Loans Deemed Distributed with No Post-Default Payments		(3,731,609)	(2,532,695)
Balance Reported on Form 5500		\$4,175,890,316	\$4,011,917,978
		December 31,	
Increase (Decrease) in Net Assets - Schedule H, Part II, Line 2k Per Financial Statements		2016	2015
		\$212,373,520	\$(43,038,125)
Plus (Less): Change in Contract Value to Fair Value		—	(7,328,563)
Less: Loans Deemed Distributed Reported on Form 5500		(1,198,914)	(145,939)
		\$211,174,606	\$(50,512,627)

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
 PLAN #002 EIN #13-4922641
 SCHEDULE OF ASSETS (HELD AS OF END OF YEAR)
 DECEMBER 31, 2016

Shares	Identity of Issuer, Borrower, Lessor or Similar Party	Fair Value
	Common / Collective Trusts	
	Wells Fargo Fixed Income Fund N	\$ 108,460,528
	Metlife Separate Account No 690	162,420,180
41,231,752	JPMorgan US Treasury Plus Money Market Fund	50,324,705
	Total Common / Collective Trusts	\$ 321,205,413
	Corporate Debt Securities	
	3M Co, 1.625%, due 09/19/2021, par \$590,000	\$ 577,679
	AbbVie Inc, 1.8%, due 05/14/2018, par \$290,000	290,899
	AIG Global Funding, 2.7%, due 12/15/2021, par \$900,000	899,147
	Air Liquide Finance SA, 1.75%, due 09/27/2021, par \$470,000	453,436
	Ally Auto Receivables Trust 2014-3, 1.28%, due 06/17/2019, par \$1,397,004	1,398,372
	Altera Corp, 2.5%, due 11/15/2018, par \$1,400,000	1,428,649
	American Express Credit Corp, 2.25%, due 08/15/2019, par \$1,030,000	1,044,487
	American Express Credit Corp, 2.25%, due 05/05/2021, par \$430,000	426,381
	American Express Credit Corp, 1.7%, due 10/30/2019, par \$200,000	198,624
	American Honda Finance Corp, 2.125%, due 02/28/2017, par \$700,000	706,192
	American Honda Finance Corp, 1.5%, due 03/13/2018, par \$140,000	140,610
	American Honda Finance Corp, 1.6%, due 07/13/2018, par \$770,000	777,429
	American Honda Finance Corp, 1.7%, due 02/22/2019, par \$420,000	420,838
	AmeriCredit Automobile Receivables 2016-1, 1.81%, due 10/08/2020, par \$1,200,000	1,204,056
	AmeriCredit Automobile Receivables Trust 2014-2, 0.94%, due 02/08/2019, par \$588,671	588,532
	Amex Credit Acct Mstr Trst, 1.43%, due 06/15/2020, par \$2,000,000	2,004,585
	Anheuser-Busch InBev Finance Inc, 3.3%, due 02/01/2023, par \$1,400,000	1,444,075
	Apple Inc, 2.25%, due 02/23/2021, par \$840,000	846,021
	Apple Inc, 1.1%, due 08/02/2019, par \$350,000	346,343
	AT&T Inc, 3%, due 06/30/2022, par \$380,000	373,043
	AT&T Inc, 2.8%, due 02/17/2021, par \$580,000	581,438
	AT&T Inc, 2.4%, due 03/15/2017, par \$755,000	762,190
	Automatic Data Processing Inc, 2.25%, due 09/15/2020, par \$420,000	424,953
	AvalonBay Communities Inc, 3.625%, due 10/01/2020, par \$825,000	864,143
	AvalonBay Communities Inc, 4.2%, due 12/15/2023, par \$480,000	508,325
	BA Credit Card Trust, 1.36%, due 09/15/2020, par \$2,000,000	2,000,287
	BAE Systems PLC, 4.75%, due 10/11/2021, par \$420,000	458,583
	Bank of America Corp, 3.875%, due 03/22/2017, par \$1,085,000	1,102,706
	Bank of America Corp, 2.625%, due 04/19/2021, par \$870,000	868,598
	Bank of America NA, 2.05%, due 12/07/2018, par \$800,000	805,379
	Bank of Montreal, 1.75%, due 06/15/2021, par \$925,000	901,086
	Bank of Montreal, 1.9%, due 08/27/2021, par \$730,000	712,088
	Bank of New York Mellon Corp/The, 2.1%, due 08/01/2018, par \$750,000	762,536
	Bank of New York Mellon Corp/The, 2.2%, due 03/04/2019, par \$1,000,000	1,014,284
	Bank of Nova Scotia/The, 1.7%, due 06/11/2018, par \$605,000	605,779

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Bank of Nova Scotia/The, 1.875%, due 04/26/2021, par \$750,000	734,224
Barclays Dryrock Issuance Trust, 1.04389%, due 03/16/2020, par \$2,000,000	2,001,332
Bayer US Finance LLC, 2.375%, due 10/08/2019, par \$850,000	856,160
Becton Dickinson and Co, 2.675%, due 12/15/2019, par \$610,000	619,638
BMW US Capital LLC, 1.5%, due 04/11/2019, par \$820,000	814,952
BNP Paribas SA, 1.375%, due 03/17/2017, par \$1,050,000	1,054,331
Boston Properties LP, 4.125%, due 05/15/2021, par \$920,000	976,871
Boston Properties LP, 3.125%, due 09/01/2023, par \$300,000	297,296
BP Capital Markets PLC, 1.375%, due 05/10/2018, par \$1,400,000	1,398,407
Branch Banking & Trust Co, 2.3%, due 10/15/2018, par \$400,000	405,925
Capital Auto Receivables Asset Trust 2015-2, 1.73%, due 09/20/2019, par \$2,200,000	2,206,925
Capital One Multi-Asset Execution Tr, 1.34%, due 04/15/2022, par \$1,000,000	989,529
Capital One Multi-Asset Execution Tr , 1.48%, due 07/15/2020, par \$1,000,000	1,002,724
Capital One NA/Mclean VA, 2.35%, due 08/17/2018, par \$450,000	456,521
Capital One NA/Mclean VA, 1.85%, due 09/13/2019, par \$370,000	367,848
Cargill Inc, 6%, due 11/27/2017, par \$1,300,000	1,360,385

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CarMax Auto Owner Trust 2015-1, 1.38%, due 11/15/2019, par \$1,943,889	1,945,767
Carmax Auto Owner Trust 2016-3, 1.39%, due 05/17/2021, par \$2,100,000	2,087,395
Caterpillar Financial Services Corp, 2.25%, due 12/01/2019, par \$430,000	432,562
Caterpillar Financial Services Corp, 2%, due 03/05/2020, par \$910,000	907,847
Chase Issuance Trust, 1.38%, due 11/15/2019, par \$1,200,000	1,201,779
Chase Issuance Trust, 1.62%, due 07/15/2020, par \$790,000	792,149
Chevron Corp, 1.07567%, due 11/15/2017, par \$290,000	290,448
Chevron Corp, 1.345%, due 11/15/2017, par \$390,000	391,135
Chevron Corp, 1.365%, due 03/02/2018, par \$400,000	401,412
Chevron Corp, 2.419%, due 11/17/2020, par \$740,000	747,457
Chevron Corp, 2.1%, due 05/16/2021, par \$850,000	844,943
Chubb INA Holdings Inc, 2.3%, due 11/03/2020, par \$310,000	311,078
Cisco Systems Inc, 2.45%, due 06/15/2020, par \$1,260,000	1,274,083
Citigroup Inc, 1.7%, due 04/27/2018, par \$700,000	700,573
Citigroup Inc, 2.65%, due 10/26/2020, par \$830,000	834,556
Citigroup Inc, 2.7%, due 03/30/2021, par \$410,000	411,860
Citigroup Inc, 2.35%, due 08/02/2021, par \$840,000	829,857
Citizens Bank NA/Providence RI, 2.55%, due 05/13/2021, par \$250,000	249,315
CNH Equipment Trust 2014-B, 0.91%, due 05/15/2019, par \$859,358	859,411
CNH Equipment Trust 2015-B, 1.37%, due 07/15/2020, par \$2,000,000	2,000,828
Commonwealth Edison Co, 4%, due 08/01/2020, par \$1,361,000	1,457,132
ConocoPhillips Co, 2.2%, due 05/15/2020, par \$450,000	447,830
ConocoPhillips Co, 4.2%, due 03/15/2021, par \$330,000	354,614
Core Industrial Trust 2015-TEXW, 3.077%, due 02/10/2034, par \$2,100,000	2,146,694
Credit Suisse AG/New York NY, 1.375%, due 05/26/2017, par \$370,000	370,580
Credit Suisse AG/New York NY, 1.75%, due 01/29/2018, par \$590,000	593,188
CVS Health Corp, 2.8%, due 07/20/2020, par \$1,000,000	1,027,127
Daimler Finance North America LLC, 2.45%, due 05/18/2020, par \$1,000,000	1,000,913
Daimler Finance North America LLC, 2%, due 07/06/2021, par \$230,000	225,569
Danone SA, 1.691%, due 10/30/2019, par \$1,090,000	1,079,374
Dell Equipment Finance Trust 2015-2, 1.42%, due 12/22/2017, par \$522,594	523,020
Discover Card Execution Note Trust, 1.22%, due 10/15/2019, par \$2,000,000	2,001,758
Duke Energy Carolinas LLC, 2.5%, due 03/15/2023, par \$420,000	419,358
Duke Energy Florida LLC, 4.55%, due 04/01/2020, par \$1,300,000	1,403,584
Ecolab Inc, 2.25%, due 01/12/2020, par \$830,000	838,527
Ecolab Inc, 3.25%, due 01/14/2023, par \$560,000	578,671
Edsouth Indenture No 2 LLC, 1.90611%, due 09/25/2040, par \$970,700	964,211
Education Loan Asset-Backed Trust I, 1.55611%, due 06/25/2026, par \$602,521	596,828
Educational Funding of the South Inc, 1.53178%, due 04/25/2035, par \$1,457,775	1,442,106
EMC Corp, 1.875%, due 06/01/2018, par \$655,000	648,763
EMD Finance LLC (Merck KGaA), 2.4%, due 03/19/2020, par \$810,000	810,720
Entergy Arkansas Inc, 3.05%, due 06/01/2023, par \$1,500,000	1,509,369
Enterprise Fleet Financing LLC, 1.3%, due 09/20/2020, par \$1,000,663	1,000,335
Enterprise Fleet Financing LLC, 1.83%, due 09/20/2021, par \$2,126,875	2,129,088
Enterprise Products Operating LLC, 2.85%, due 04/15/2021, par \$440,000	445,994
ERP Operating LP, 4.75%, due 07/15/2020, par \$1,070,000	1,153,539
Exxon Mobil Corp, 2.222%, due 03/01/2021, par \$420,000	424,073
FedEx Corp, 2.3%, due 02/01/2020, par \$360,000	363,873
Fifth Third Auto Trust 2014-2, 0.89%, due 11/15/2018, par \$607,289	607,320

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Ford Credit Auto Owner Trust 2014-A, 0.79%, due 05/15/2018, par \$153,808	153,824
Ford Credit Auto Owner Trust 2015-A, 1.28%, due 09/15/2019, par \$1,741,006	1,742,686
Ford Credit Auto Owner Trust 2015-B, 1.16%, due 11/15/2019, par \$2,452,078	2,451,103
Ford Credit Auto Owner Trust 2015-REV1, 2.12%, due 07/15/2026, par \$1,600,000	1,604,658
Ford Credit Auto Owner Trust 2016-REV1, 2.31%, due 08/15/2027, par \$840,000	839,231
Ford Credit Auto Owner Trust 2016-REV2, 2.03%, due 12/15/2027, par \$1,400,000	1,378,135
Ford Motor Credit Co LLC, 4.25%, due 02/03/2017, par \$435,000	443,457
Ford Motor Credit Co LLC, 3%, due 06/12/2017, par \$1,001,000	1,008,412
GE Capital International Funding Co Unlimited Co, 2.342%, due 11/15/2020, par \$220,000	220,553
General Electric Co, 2.2%, due 01/09/2020, par \$86,000	87,184
General Mills Inc, 2.2%, due 10/21/2019, par \$520,000	524,755
Georgia-Pacific LLC, 2.539%, due 11/15/2019, par \$380,000	384,564
Gilead Sciences Inc, 1.95%, due 03/01/2022, par \$400,000	389,206
Goldman Sachs Group Inc/The, 2.6%, due 04/23/2020, par \$500,000	502,980
Goldman Sachs Group Inc/The, 2.75%, due 09/15/2020, par \$540,000	546,705
Goldman Sachs Group Inc/The, 2.875%, due 02/25/2021, par \$560,000	568,224

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Goldman Sachs Group Inc/The, 2.625%, due 04/25/2021, par \$840,000	837,943
Guardian Life Global Funding, 2%, due 04/26/2021, par \$830,000	812,483
Home Depot Inc/The, 2%, due 04/01/2021, par \$420,000	418,761
Honda Auto Receivables 2015-1 Owner Trust, 1.05%, due 10/15/2018, par \$1,467,199	1,467,034
Honda Auto Receivables Owner Trust 2014-3, 0.88%, due 06/15/2018, par \$813,845	813,610
Honeywell International Inc, 1.85%, due 11/01/2021, par \$1,380,000	1,352,903
HSBC USA Inc, 2.375%, due 11/13/2019, par \$1,330,000	1,337,549
Hyundai Auto Receivables Trust 2015-B, 1.12%, due 11/15/2019, par \$2,200,000	2,197,069
Hyundai Capital America, 2%, due 03/19/2018, par \$310,000	311,700
Illinois Tool Works Inc, 1.95%, due 03/01/2019, par \$1,000,000	1,011,660
International Business Machines Corp, 1.95%, due 02/12/2019, par \$2,000,000	2,027,330
John Deere Capital Corp, 1.6%, due 07/13/2018, par \$640,000	644,570
John Deere Capital Corp, 2.55%, due 01/08/2021, par \$230,000	233,779
John Deere Owner Trust 2016-B, 1.25%, due 06/15/2020, par \$2,100,000	2,091,160
JPMorgan Chase & Co, 2.25%, due 01/23/2020, par \$620,000	624,663
JPMorgan Chase & Co, 2.55%, due 10/29/2020, par \$480,000	481,754
JPMorgan Chase & Co, 2.55%, due 03/01/2021, par \$630,000	633,375
JPMorgan Chase & Co, 2.7%, due 05/18/2023, par \$850,000	834,372
Kentucky Higher Education Student Loan Corp, 1.117%, due 06/01/2026, par \$1,019,997	1,001,751
KeyBank NA/Cleveland OH, 2.5%, due 12/15/2019, par \$250,000	252,882
KeyBank NA/Cleveland OH, 2.25%, due 03/16/2020, par \$550,000	551,301
KeyBank NA/Cleveland OH, 1.7%, due 06/01/2018, par \$310,000	310,265
KeyBank NA/Cleveland OH, 2.35%, due 03/08/2019, par \$250,000	253,281
Kimco Realty Corp, 3.4%, due 11/01/2022, par \$600,000	612,267
Kraft Heinz Foods Co, 2.25%, due 06/05/2017, par \$1,350,000	1,356,503
Liberty Property LP, 3.375%, due 06/15/2023, par \$830,000	826,535
Lockheed Martin Corp, 2.5%, due 11/23/2020, par \$700,000	707,762
Manufacturers & Traders Trust Co, 2.25%, due 07/25/2019, par \$570,000	580,096
Manufacturers & Traders Trust Co, 2.1%, due 02/06/2020, par \$505,000	507,858
Marathon Oil Corp, 2.7%, due 06/01/2020, par \$1,320,000	1,324,727
Massachusetts Health & Educational Facilities Authority, 5.26%, due 10/01/2018, par \$1,125,000	1,216,564
MassMutual Global Funding II, 2.1%, due 08/02/2018, par \$1,000,000	1,017,368
McDonald's Corp, 2.1%, due 12/07/2018, par \$260,000	261,908
Medtronic Inc, 2.5%, due 03/15/2020, par \$820,000	835,213
Merck & Co Inc, 3.875%, due 01/15/2021, par \$400,000	431,630
Micron Semiconductor Asia Pte Ltd, 1.258%, due 01/15/2019, par \$1,209,000	1,210,648
Microsoft Corp, 1.55%, due 08/08/2021, par \$830,000	810,137
MidAmerican Energy Co, 2.4%, due 03/15/2019, par \$530,000	540,202
Missouri Higher Education Loan, %, due 05/25/2032, par \$1,139,795	1,112,384
MMAF Equipment Finance LLC 2015-A, 1.39%, due 10/16/2019, par \$1,928,621	1,926,452
Morgan Stanley, 5.55%, due 04/27/2017, par \$545,000	557,590
Morgan Stanley, 4.75%, due 03/22/2017, par \$1,380,000	1,408,420
Morgan Stanley, 2.65%, due 01/27/2020, par \$810,000	822,997
Morgan Stanley Capital I Trust 2007-IQ13, 5.364%, due 03/15/2044, par \$617,386	620,556
Morgan Stanley Capital I Trust 2007-TOP27, 5.64302%, due 06/11/2042, par \$1,445,986	1,469,155
Morgan Stanley Capital I Trust 2011-C3, 4.118%, due 07/15/2049, par \$1,900,000	2,047,244
Navient Student Loan Trust 2015-2, 1.17611%, due 08/27/2029, par \$2,000,000	1,992,301
Navient Student Loan Trust 2016-6, 1.50611%, due 03/25/2066, par \$1,200,000	1,202,635
Nevada Power Co, 6.5%, due 05/15/2018, par \$697,000	749,236

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New Hampshire Higher Education Loan Corp, %, due 10/25/2028, par \$760,763	759,519
New York Life Global Funding, 1.3%, due 10/30/2017, par \$1,000,000	1,002,826
New York Life Global Funding, 2%, due 04/13/2021, par \$480,000	473,340
Nissan Auto Lease Trust 2014-B, 1.12%, due 09/15/2017, par \$589,991	590,359
Occidental Petroleum Corp, 2.6%, due 04/15/2022, par \$960,000	962,798
Ohio Phase-In-Recovery Funding LLC, 2.049%, due 07/01/2020, par \$1,800,000	1,830,497
Oracle Corp, 2.25%, due 10/08/2019, par \$710,000	722,293
Oracle Corp, 1.9%, due 09/15/2021, par \$680,000	670,736
Orange SA, 1.625%, due 11/03/2019, par \$780,000	769,639
PepsiCo Inc, 1.5%, due 02/22/2019, par \$780,000	781,466
PepsiCo Inc, 1.7%, due 10/06/2021, par \$450,000	438,970
Pfizer Inc, 1.7%, due 12/15/2019, par \$830,000	830,785
Phillips 66, 2.95%, due 05/01/2017, par \$1,470,000	1,485,427
PNC Bank NA, 1.5%, due 10/18/2017, par \$1,400,000	1,404,967
PNC Bank NA, 2.3%, due 06/01/2020, par \$580,000	580,862
PPL Electric Utilities Corp, 3%, due 09/15/2021, par \$1,000,000	1,023,808

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Praxair Inc, 2.25%, due 09/24/2020, par \$580,000	582,194
Procter & Gamble Co/The, 1.7%, due 11/03/2021, par \$1,000,000	985,627
Public Service Electric & Gas Co, 2%, due 08/15/2019, par \$1,400,000	1,419,252
Reckitt Benckiser Treasury Services PLC, 2.125%, due 09/21/2018, par \$900,000	906,884
Roche Holdings Inc, 1.75%, due 01/28/2022, par \$1,170,000	1,127,883
Royal Bank of Canada, 1.875%, due 02/05/2020, par \$1,625,000	1,629,368
Royal Bank of Canada, 2.3%, due 03/22/2021, par \$450,000	449,696
SBA Small Business Investment Cos, 3.644%, due 09/10/2023, par \$1,802,931	1,896,089
SBA Small Business Investment Cos, 3.191%, due 03/10/2024, par \$3,406,648	3,559,831
SBA Small Business Investment Cos, 2.517%, due 03/10/2025, par \$1,959,513	1,993,608
SBA Small Business Investment Cos, 2.829%, due 09/10/2025, par \$1,947,259	1,999,585
SBA Small Business Investment Cos, 2.507%, due 03/10/2026, par \$8,323,701	8,369,319
Shell International Finance BV, 2.25%, due 11/10/2020, par \$1,000,000	1,001,796
Shell International Finance BV, 1.875%, due 05/10/2021, par \$1,110,000	1,088,214
Siemens Financieringsmaatschappij NV, 2.15%, due 05/27/2020, par \$980,000	976,043
Simon Property Group LP, 2.35%, due 01/30/2022, par \$350,000	346,167
SLCC Student Loan Trust I, 1.97611%, due 10/25/2027, par \$1,204,749	1,190,830
Southern California Edison Co, 3.875%, due 06/01/2021, par \$1,010,000	1,072,204
State Street Corp, 2.55%, due 08/18/2020, par \$700,000	713,656
Statoil ASA, 2.25%, due 11/08/2019, par \$920,000	930,686
Student Loan Corp, 1.45611%, due 07/25/2036, par \$1,116,158	1,106,355
SunTrust Banks Inc, 2.7%, due 01/27/2022, par \$440,000	441,177
Tagua Leasing LLC, 1.581%, due 11/16/2024, par \$1,378,025	1,340,360
Teva Pharmaceutical Finance Netherlands III BV, 1.7%, due 07/19/2019, par \$500,000	495,042
Texas A&M University, 2.396%, due 05/15/2023, par \$900,000	891,676
Thermo Fisher Scientific Inc, 3%, due 04/15/2023, par \$390,000	385,788
Toronto-Dominion Bank/The, 2.25%, due 09/25/2019, par \$1,400,000	1,419,545
Toronto-Dominion Bank/The, 1.95%, due 04/02/2020, par \$1,400,000	1,401,722
Total Capital International SA, 1.55%, due 06/28/2017, par \$995,000	996,765
Toyota Auto Receivables 2014-C Owner Trust, 0.93%, due 07/16/2018, par \$911,946	911,763
Toyota Motor Credit Corp, 2.15%, due 03/12/2020, par \$600,000	602,835
Toyota Motor Credit Corp, 1.7%, due 02/19/2019, par \$420,000	421,291
Toyota Motor Credit Corp, 1.55%, due 10/18/2019, par \$640,000	634,265
UBS AG/Stamford CT, 5.875%, due 12/20/2017, par \$375,000	391,025
UBS AG/Stamford CT, 2.375%, due 08/14/2019, par \$400,000	405,554
UBS-Barclays Commercial Mortgage Trust 2012-C4, 2.8502%, due 12/10/2045, par \$1,800,000	1,820,441
Union Pacific Corp, 5.65%, due 05/01/2017, par \$1,400,000	1,434,428
United Technologies Corp, 1.95%, due 11/01/2021, par \$410,000	403,241
UnitedHealth Group Inc, 1.9%, due 07/16/2018, par \$500,000	506,575
UnitedHealth Group Inc, 2.125%, due 03/15/2021, par \$420,000	417,716
US Bank NA/Cincinnati OH, 1.45%, due 01/29/2018, par \$1,350,000	1,357,378
USAA Capital Corp, 2%, due 06/01/2021, par \$990,000	970,712
Ventas Realty LP, 3.125%, due 06/15/2023, par \$420,000	412,882
Verizon Communications Inc, 4.5%, due 09/15/2020, par \$400,000	433,345
Verizon Communications Inc, 1.75%, due 08/15/2021, par \$600,000	579,956
Vermont Student Assistance Corp, 1.506%, due 04/30/2035, par \$1,002,226	980,956
Volkswagen Group of America Finance LLC, 1.6%, due 11/20/2017, par \$650,000	649,142
Volkswagen Group of America Finance LLC, 2.4%, due 05/22/2020, par \$200,000	198,441
Westpac Banking Corp, 2.3%, due 05/26/2020, par \$600,000	598,583

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Westpac Banking Corp, 2.25%, due 11/09/2020, par \$1,075,000	1,078,944
WF Dealer Floorplan Master Note Trust, 1.119%, due 07/20/2019, par \$2,000,000	2,000,958
World Omni Auto Receivables Trust 2013-B, 0.83%, due 08/15/2018, par \$118,564	118,583
World Omni Auto Receivables Trust 2014-A, 0.94%, due 04/15/2019, par \$694,128	693,953
World Omni Auto Receivables Trust 2015-A, 1.34%, due 05/15/2020, par \$1,888,671	1,891,269
Xcel Energy Inc, 2.4%, due 03/15/2021, par \$420,000	420,616
Xcel Energy Inc, 2.6%, due 03/15/2022, par \$530,000	528,987
Total Corporate Debt Securities	\$222,968,212
Government Bonds	
Arizona School Facilities Board, 1.755%, due 07/01/2019, par \$1,300,000	\$ 1,311,278
Beaver County School District, 1.761%, due 02/01/2018, par \$1,000,000	1,012,008
City of Dallas TX Waterworks & Sewer System Revenue, 2.289%, due 10/01/2024, par \$1,255,000	1,207,037
City of Frisco TX, 2.92%, due 02/15/2023, par \$855,000	867,185
Coos County School District No 13 North Bend, 2.006%, due 06/15/2020, par \$1,005,000	1,005,926
County of Harris TX, 1.372%, due 10/01/2018, par \$1,650,000	1,654,637

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County of Macomb MI, 2.688%, due 11/01/2021, par \$1,000,000	1,014,960
Hashemite Kingdom of Jordan Government AID Bond, 2.578%, due 06/30/2022, par \$3,150,000	3,204,510
MSN 41079 and 41084 Ltd, 1.717%, due 07/13/2024, par \$1,106,932	1,086,588
North Carolina State Ed Assistance Auth, 1.556%, due 07/25/2039, par \$1,719,347	1,694,530
NYC Transit Fin Auth Future Tax Rev, 2.5%, due 11/01/2020, par \$750,000	765,035
NYC Transit Fin Auth Future Tax Rev, 2.5%, due 02/01/2023, par \$750,000	747,148
Petroleos Mexicanos, 2%, due 12/20/2022, par \$840,000	838,508
Petroleos Mexicanos, 2.83%, due 02/15/2024, par \$1,631,250	1,680,613
Petroleos Mexicanos, 1.33567%, due 02/15/2024, par \$1,957,500	1,963,863
Petroleos Mexicanos, 2.378%, due 04/15/2025, par \$1,700,000	1,709,277
Phoenix 2012 LLC, 1.607%, due 07/03/2024, par \$1,353,560	1,324,999
Port of Morrow OR, 1.809%, due 09/01/2022, par \$600,000	582,828
State of CA Dept of Water Resources Power Supply Revenue, 2%, due 05/01/2022, par \$1,000,000	976,957
State of New York, 3.75%, due 03/01/2018, par \$1,000,000	1,039,910
State of Ohio, 3.18%, due 05/01/2018, par \$500,000	514,970
State of Texas, 2.843%, due 10/01/2022, par \$1,200,000	1,236,069
State of Wisconsin, 1.899%, due 05/01/2022, par \$425,000	412,263
Tunisia Government AID Bonds, 1.416%, due 08/05/2021, par \$1,375,000	1,337,029
Ukraine Government AID Bonds, 1.471%, due 09/29/2021, par \$775,000	759,503
United States Small Business Administration, 4.14%, due 02/01/2030, par \$1,449,453	1,565,873
United States Small Business Administration, 2.09%, due 11/01/2032, par \$1,264,212	1,231,008
United States Treasury Inflation Indexed Bonds, 0.625%, due 01/15/2024, par \$5,800,000	6,131,670
United States Treasury Inflation Indexed Bonds, 0.125%, due 07/15/2024, par \$4,330,000	4,333,054
United States Treasury Inflation Indexed Bonds, 0.625%, due 01/15/2026, par \$1,775,000	1,826,831
United States Treasury Note/Bond, 2.375%, due 08/15/2024, par \$1,100,000	1,114,981
United States Treasury Note/Bond, 2.25%, due 11/15/2024, par \$4,400,000	4,385,868
United States Treasury Note/Bond, 2%, due 02/15/2025, par \$2,000,000	1,961,671
United States Treasury Note/Bond, 2.25%, due 11/15/2025, par \$700,000	693,076
United States Treasury Note/Bond, 1.5%, due 03/31/2023, par \$4,000,000	3,858,766
United States Treasury Note/Bond, 1.625%, due 10/31/2023, par \$2,000,000	1,929,706
Total Government Bonds	\$ 58,980,133
Mortgage Backed Securities	
Citigroup Commercial Mortgage Trust 2013-GC11, 2.69%, due 04/10/2046, par \$2,275,000	\$ 2,311,176
COMM 2012-CCRE5 Mortgage Trust, 2.771%, due 12/10/2045, par \$2,000,000	2,015,762
COMM 2013-CCRE6 Mortgage Trust, 3.101%, due 03/10/2046, par \$2,000,000	2,040,444
COMM 2013-CCRE7 Mortgage Trust, 3.213%, due 03/10/2046, par \$2,090,000	2,143,770
COMM 2013-LC6 Mortgage Trust, 2.941%, due 01/10/2046, par \$1,000,000	1,014,340
Fannie Mae Pool, 5.5%, due 09/01/2023, par \$968,005	1,080,105
Fannie Mae Pool, 4%, due 06/01/2026, par \$1,959,007	2,074,928
Fannie Mae Pool, 4.5%, due 06/01/2018, par \$495,728	511,341
Fannie Mae Pool, 5%, due 06/01/2023, par \$729,018	776,350
Fannie Mae Pool, 4.5%, due 12/01/2022, par \$303,307	315,352
Fannie Mae Pool, 5%, due 03/01/2025, par \$1,142,654	1,223,506
Fannie Mae Pool, 5%, due 06/01/2020, par \$846,356	872,853
Fannie Mae Pool, 4%, due 11/01/2025, par \$1,608,551	1,704,980
Fannie Mae Pool, 3%, due 05/01/2027, par \$177,685	183,157
Fannie Mae Pool, 3%, due 10/01/2027, par \$516,817	532,488

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Fannie Mae Pool, 2%, due 12/01/2022, par \$796,028	805,592
Fannie Mae Pool, 2.5%, due 01/01/2028, par \$1,159,363	1,164,624
Fannie Mae Pool, 2%, due 05/01/2023, par \$946,122	957,476
Fannie Mae Pool, 2%, due 09/01/2023, par \$1,135,997	1,149,708
Fannie Mae Pool, 2.5%, due 10/01/2023, par \$524,014	536,631
Fannie Mae Pool, 2.867%, due 03/01/2044, par \$862,308	889,363
Fannie Mae Pool, 2.11%, due 01/01/2020, par \$3,384,801	3,422,085
Fannie Mae Pool, 2.8%, due 10/01/2021, par \$4,123,243	4,173,584
Fannie Mae Pool, 2.71%, due 06/01/2022, par \$3,213,188	3,278,736
Fannie Mae Pool, 2.6%, due 07/01/2042, par \$1,488,875	1,520,444
Fannie Mae Pool, 2.542%, due 08/01/2042, par \$1,268,431	1,293,215
Fannie Mae Pool, 2.687%, due 06/01/2045, par \$1,588,842	1,626,599
Fannie Mae Pool, 2.637%, due 07/01/2045, par \$3,183,906	3,253,715
Fannie Mae Pool, 3%, due 02/01/2031, par \$1,838,943	1,894,871
Fannie Mae Pool, 3%, due 01/01/2032, par \$4,000,000	4,112,021
Fannie Mae-Aces, 0.78267%, due 05/25/2018, par \$1,393,979	1,392,577
Fannie Mae-Aces, 2.17135%, due 09/25/2019, par \$5,000,000	5,029,407

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Fannie Mae-Aces, 2.263%, due 02/25/2023, par \$1,375,000	1,352,189
FHLMC K710 A2 Multifam, 1.883%, due 05/25/2019, par \$2,000,000	2,013,022
FHLMC Multifamily Structured Passthrough, 2.699%, due 05/25/2018, par \$2,148,523	2,183,285
FHMS K712 A2, 1.869%, due 11/25/2019, par \$4,125,000	4,136,354
FNA 2012 - M14 ASQ2, 1.114%, due 02/25/2017, par \$241,149	241,202
Freddie Mac Gold Pool, 5%, due 10/01/2020, par \$884,881	927,122
Freddie Mac Gold Pool, 5%, due 04/01/2023, par \$248,973	266,644
Freddie Mac Gold Pool, 5%, due 02/01/2025, par \$483,062	517,165
Freddie Mac Gold Pool, 4.5%, due 06/01/2025, par \$1,032,650	1,103,443
Freddie Mac Gold Pool, 4%, due 07/01/2026, par \$710,838	744,526
Freddie Mac Gold Pool, 2.5%, due 01/01/2028, par \$1,081,378	1,086,546
Freddie Mac Gold Pool, 2.5%, due 04/01/2023, par \$829,539	846,163
Freddie Mac Gold Pool, 2.5%, due 04/01/2023, par \$911,236	922,523
Freddie Mac Multifamily Structured Pass Through Certificates, 2.791%, due 01/25/2022, par \$3,800,000	3,891,595
Freddie Mac Multifamily Structured Pass Through Certificates, 2.355%, due 04/25/2021, par \$2,000,000	2,013,331
Freddie Mac Non Gold Pool, 2.319%, due 10/01/2043, par \$1,184,372	1,206,499
Freddie Mac Non Gold Pool, 2.424%, due 08/01/2045, par \$2,299,454	2,331,387
Freddie Mac Non Gold Pool, 2.666%, due 08/01/2045, par \$2,929,943	2,991,987
Freddie Mac Non Gold Pool, 2.452%, due 09/01/2046, par \$1,953,457	1,976,890
Freddie Mac REMICS, 4.75%, due 06/15/2035, par \$404,802	412,262
GAHR Commercial Mortgage Trust 2015-NRF, 2.00389%, due 12/15/2034, par \$1,981,671	1,986,622
GAHR Commercial Mortgage Trust 2015-NRF, 3.2349%, due 12/15/2034, par \$1,656,000	1,702,417
Ginnie Mae I pool, 5%, due 10/15/2019, par \$93,379	98,254
Ginnie Mae II pool, 4.103%, due 08/20/2062, par \$2,807,270	2,931,338
Government National Mortgage Association, 4.5%, due 07/20/2038, par \$107,782	111,888
Government National Mortgage Association, 5.5%, due 02/16/2037, par \$256,590	264,604
Government National Mortgage Association, 4%, due 09/20/2038, par \$536,799	555,761
Government National Mortgage Association, 4.25%, due 10/20/2038, par \$586,926	613,228
Government National Mortgage Association, 4%, due 05/16/2035, par \$134,788	137,456
Government National Mortgage Association, 4.25%, due 05/20/2039, par \$219,403	229,692
Government National Mortgage Association, 5%, due 05/20/2038, par \$138,981	140,987
Government National Mortgage Association, 4.5%, due 04/20/2036, par \$12,459	12,509
Government National Mortgage Association, 3%, due 03/20/2038, par \$257,195	261,977
Government National Mortgage Association, 3.5%, due 02/20/2039, par \$425,258	441,047
Government National Mortgage Association, 4.5%, due 05/20/2040, par \$304,954	321,814
Government National Mortgage Association, 4%, due 12/16/2038, par \$188,115	193,301
Government National Mortgage Association, 3.5%, due 01/20/2039, par \$623,039	648,390
Government National Mortgage Association, 4.5%, due 04/20/2040, par \$96,487	99,186
Government National Mortgage Association, 4%, due 06/20/2040, par \$217,339	227,693
GS Mortgage Securities Trust 2011-GC5, 3.707%, due 08/10/2044, par \$2,000,000	2,116,968
GS Mortgage Securities Trust 2013-GC16, 4.271%, due 11/10/2046, par \$1,620,000	1,756,156
Helios Leasing I LLC, 1.562%, due 09/28/2024, par \$668,198	647,716
JP Morgan Chase Commercial Mortgage Securities Trust 2011-C4, 4.3878%, due 07/15/2046, par \$1,900,000	2,047,741
JP Morgan Chase Commercial Mortgage Securities Trust 2012-C8, 2.3791%, due 10/15/2045, par \$2,000,000	2,013,277
	1,697,636

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JP Morgan Chase Commercial Mortgage Securities Trust 2013-C16, 4.1664%, due 12/15/2046, par \$1,575,000	
JP Morgan Chase Commercial Mortgage Securities Trust 2013-LC11, 2.5539%, due 04/15/2046, par \$2,000,000	2,018,411
Morgan Stanley Bank of America Merrill Lynch Trust 2013-C9, 2.657%, due 05/15/2046, par \$2,000,000	2,030,244
SCG Trust 2013-SRP1, 2.10389%, due 11/15/2026, par \$1,330,000	1,331,323
Towd Point Mortgage Trust 2015-6, 3.5%, due 04/25/2055, par \$1,282,546	1,312,663
Towd Point Mortgage Trust 2016-1, 2.75%, due 02/25/2055, par \$1,299,484	1,305,519
Towd Point Mortgage Trust 2016-3, 2.25%, due 08/25/2055, par \$882,669	877,225
Towd Point Mortgage Trust 2016-4, 2.25%, due 07/25/2056, par \$392,381	388,469
WFRBS Commercial Mortgage Trust 2013-C11, 3.071%, due 03/15/2045, par \$1,000,000	1,021,532
WFRBS Commercial Mortgage Trust 2013-C17, 4.023%, due 12/15/2046, par \$2,000,000	2,135,547
Total Mortgage Backed Securities	\$ 120,143,926
Net Assets Pending Settlement	\$ (3,801,280)
Subtotal Stable Value	\$ 719,496,404
TOTAL - INVESTMENT CONTRACTS	719,496,404
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE	(2,269,340)
TOTAL - INVESTMENT CONTRACTS AT CONTRACT VALUE	\$ 717,227,064

AMERICAN ELECTRIC POWER SYSTEM RETIREMENT SAVINGS PLAN
 PLAN #002 EIN #13-4922641
 SCHEDULE OF ASSETS (HELD AS OF END OF YEAR (continued))
 DECEMBER 31, 2016

Shares	Identity of Issuer, Borrower, Lessor or Similar Party	Fair Value
	Cash Equivalents	
22,019,629	Cash Equivalents	\$22,019,629
	Total Cash Equivalents	\$22,019,629
	Common / Collective Trusts	
88,767	Mellon Capital REIT Index Fund	\$27,607,567
3,342,974	Mellon Capital Aggregate Bond Index Fund	451,234,688
3,523,558	Mellon Capital International Stock Index Fund	463,841,234
746,808	Mellon Capital Small Cap Stock Index Fund	181,257,716
3,106,668	Mellon Capital Stock Index Fund	744,575,161
1,030,205	Mellon Capital Mid Cap Stock Index Fund	239,275,406
157,814	Mellon Capital Treasury Inflation-Protected Securities Fund	19,303,861
316,155	Mellon Capital Emerging Markets Stock Index Fund	26,607,569
14,478	JPMorgan Strategic Property Fund	43,720,839
12,947,585	JPMorgan Liquidity Fund	12,947,585
	Total Common / Collective Trusts	\$2,210,371,626
	AEP Stock	
5,229,663	American Electric Power Company, Inc. Common Stock \$6.50 par value	\$329,259,557
	Total AEP Stock	\$329,259,557
	Corporate Stocks	
5,300	3M CO COMMON STOCK USD 0.01	\$946,421
6,706	AARON'S INC COMMON STOCK USD 0.5	214,709
58,611	ABBOTT LABORATORIES COMMON STOCK USD 0	2,251,249
5,221	ABIOMED INC COMMON STOCK USD 0.01	588,302
5,330	ABM INDUSTRIES INC COMMON STOCK USD 0.01	217,677
23,960	ACADIA HEALTHCARE CO INC COMMON STOCK USD 0.01	793,076
12,300	ACCENTURE PLC COMMON STOCK USD 0.0000225	1,440,699
15,200	ACTUANT CORP COMMON STOCK USD 0.2	394,440
36,539	ADIDAS AG ADR USD	2,870,138
47,242	ADOBE SYSTEMS INC COMMON STOCK USD 0.0001	4,863,564
5,142	ADVANCE AUTO PARTS INC COMMON STOCK USD 0.0001	869,920
9,371	AECOM COMMON STOCK USD 0.01	340,730
19,346	AECOM COMMON STOCK USD 0.01	703,421
7,397	AEGION CORP COMMON STOCK USD 0.01	175,309
26,218	AES CORP/VA COMMON STOCK USD 0.01	304,653
16,700	AETNA INC COMMON STOCK USD 0.01	2,070,967
17,400	AGCO CORP COMMON STOCK USD 0.01	1,006,764
10,027	AGNC INVESTMENT CORP REIT USD 0.01	183,594
25,290	AIR LEASE CORP COMMON STOCK USD 0.01	870,102
13,748	AIR METHODS CORP COMMON STOCK EUR 0.06	437,874
2,300	AIR PRODUCTS & CHEMICALS INC COMMON STOCK USD 1	332,764

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9,188	AIRCASTLE LTD COMMON STOCK USD 0.01	191,570
16,893	ALBEMARLE CORP COMMON STOCK USD 0.01	1,459,302
3,600	ALBEMARLE CORP COMMON STOCK USD 0.01	310,986
22,040	ALEXION PHARMACEUTICALS INC COMMON STOCK USD	2,696,594
64,366	ALIBABA GROUP HOLDING LTD ADR USD 0.000025	5,651,978
17,618	ALLERGAN PLC COMMON STOCK 0.0033	3,699,956
12,800	ALLSTATE CORP/THE COMMON STOCK USD 0.01	952,960
18,032	ALLY FINANCIAL INC COMMON STOCK USD 0.1	342,969

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51,200	ALLY FINANCIAL INC COMMON STOCK USD 0.1	973,824
7,958	ALPHABET INC COMMON STOCK USD 0.001	6,306,317
9,266	ALPHABET INC COMMON STOCK USD 0.001	7,151,684
7,200	ALTRA INDUSTRIAL MOTION CORP	266,760
18,990	AMAZON.COM INC COMMON STOCK USD 0.01	14,240,031
16,600	AMBARELLA INC COMMON STOCK USD 0.00045	898,558
25,775	AMC NETWORKS INC COMMON STOCK USD	1,349,064
7,837	AMDOCS LTD COMMON STOCK USD 0.01	458,033
10,300	AMEREN CORP COMMON STOCK USD 0.01	540,338
114,800	AMERICAN EAGLE OUTFITTERS INC COMMON STOCK USD	1,741,516
22,929	AMERICAN EAGLE OUTFITTERS INC COMMON STOCK USD	347,833
21,742	AMERICAN HOMES 4 RENT REIT USD 0.01	456,151
18,000	AMERICAN INTERNATIONAL GROUP INC COMMON STOCK USD	1,175,580
11,300	AMERIPRISE FINANCIAL INC COMMON STOCK USD 0.01	1,253,622
14,700	AMGEN INC COMMON STOCK USD 0.0001	2,149,287
22,500	AMPHENOL CORP COMMON STOCK USD 0.001	1,515,600
14,100	ANTHEM INC COMMON STOCK USD 0.01	2,027,157
22,277	ANWORTH MORTGAGE ASSET CORP REIT USD 0.01	118,514
93,413	APPLE INC COMMON STOCK USD 0.00001	10,819,094
114,150	APPLIED MICRO CIRCUITS CORP COMMON STOCK EUR 0.01	941,738
41,824	ARAMARK COMMON STOCK USD 0.01	1,493,953
7,500	ARCHER-DANIELS-MIDLAND CO COMMON STOCK USD 0	342,375
20,178	ARES CAPITAL CORP COMMON STOCK USD 0.001	332,735
28,771	ARES COMMERCIAL REAL ESTATE CORP REIT USD 0.01	402,506
6,713	ARGO GROUP INTERNATIONAL HOLDINGS LTD COMMON STOCK	442,406
114,900	ARRAY BIOPHARMA INC COMMON STOCK USD 0.001	1,009,971
98,900	ARRIS INTERNATIONAL PLC COMMON STOCK USD 0.01	2,979,857
12,440	ARROW ELECTRONICS INC COMMON STOCK USD 1	886,972
7,800	ASHLAND GLOBAL HOLDINGS INC COMMON STOCK USD 0	852,462
9,500	ASPEN INSURANCE HOLDINGS LTD COMMON STOCK USD	522,500
1,831	ASSURANT INC COMMON STOCK USD 0.01	170,027
7,400	ASSURANT INC COMMON STOCK USD 0.01	687,164
11,186	ASSURED GUARANTY LTD COMMON STOCK USD 0.01	422,495
2,415	ATHENE HOLDING LTD COMMON STOCK USD 0.001	115,896
16,695	AUTODESK INC COMMON STOCK USD 0.01	1,235,597
8,500	AUTOLIV INC COMMON STOCK USD 1	961,775
3,900	AVALONBAY COMMUNITIES INC REIT USD 0.01	696,150
22,600	AVNET INC COMMON STOCK USD 1	1,075,986
14,264	AVNET INC COMMON STOCK USD 1	679,109
8,430	AXIS CAPITAL HOLDINGS LTD COMMON STOCK USD 0.0125	553,430
7,700	B&G FOODS INC COMMON STOCK USD 0.01	340,841
4,600	BALL CORP COMMON STOCK USD 0	345,322
22,641	BANC OF CALIFORNIA INC COMMON STOCK USD 0.01	395,765
1,100	BANCFIRST CORP COMMON STOCK USD 1	102,773
53,900	BANK OF AMERICA CORP COMMON STOCK USD 0.01	1,191,190
2,257	BELDEN INC COMMON STOCK USD 0.01	168,869
3,700	BELDEN INC COMMON STOCK USD 0.01	276,834
61,300	BELMOND LTD COMMON STOCK USD 0.01	818,355
13,904	BERRY GLOBAL GROUP INC COMMON STOCK USD 0.01	677,542

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42,300	BEST BUY CO INC COMMON STOCK USD 0.1	1,804,941
5,100	BIG LOTS INC COMMON STOCK USD 0.01	256,071
7,300	BIOGEN INC COMMON STOCK USD 0.0005	2,070,134
32,690	BIOMARIN PHARMACEUTICAL INC COMMON STOCK USD 0.001	2,708,040
5,521	BLACKSTONE MORTGAGE TRUST INC REIT USD 0.01	169,439
13,800	BLOOMIN' BRANDS INC COMMON STOCK USD 0.01	248,814
19,593		