

AMERICAN EXPRESS CO  
Form FWP  
September 08, 2006  
Filed Pursuant to Rule 433

Registration Statement No. 333-117835

## American Express Company

### \$1,000,000,000 5- & 10- Year Fixed Rate Notes

#### Final Terms and Conditions

<b>Issuer:</b>	American Express Company	
<b>Ratings<sup>(1)</sup>:</b>	A1 / A+ / A+ (Stable / Stable / Stable)	
<b>Format:</b>	Senior Fixed Rate Notes	
<b>Minimum Denomination:</b>	\$2,000 x \$1,000	
<b>Trade Date:</b>	September 8 <sup>th</sup> , 2006	
<b>Settlement Date:</b>	September 12 <sup>th</sup> , 2006 (T + 2)	
<b>Maturity:</b>	September 12 <sup>th</sup> , 2011	September 12 <sup>th</sup> , 2016
<b>Par Amount:</b>	\$400,000,000	\$600,000,000
<b>Benchmark:</b>	UST 4.625% due 08/31/11	UST 4.875% due 08/15/16
<b>Benchmark Yield:</b>	4.703%	4.767%
<b>Re-offer Spread:</b>	T + 61 bps	T + 80 bps
<b>Yield to Maturity:</b>	5.313%	5.567%
<b>Coupon:</b>	5.250%	5.500%
<b>Public Offering Price:</b>	99.727%	99.491%
<b>Gross Spread:</b>	0.300%	0.400%
<b>Proceeds to Issuer:</b>	\$397,708,000	\$594,546,000
<b>Interest Payment Dates:</b>	Payable semi-annually on the 12 <sup>th</sup> of each March & September	Payable semi-annually on the 12 <sup>th</sup> of each March & September
<b>Initial Payment Date:</b>	March 12 <sup>th</sup> , 2007	March 12 <sup>th</sup> , 2007
<b>Day Count:</b>	30/360	30/360
<b>CUSIP:</b>	025816AV1	025816AW9
<b>ISIN:</b>	US025816AV12	US025816AW94
	Credit Suisse Securities (USA) LLC	

**Representatives:** Banc of America Securities LLC

BNP PARIBAS  
RBS Greenwich Capital

**Other Underwriters:** Wachovia Securities

Mitsubishi UFJ Securities International plc  
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 U.S. Securities and Exchange Commission (the "SEC") for this offering. Before you invest, you should read the prospectus for this offering 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 searching the SEC online database (EDGAR®) at [www.sec.gov](http://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 Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037 or Banc of America Securities LLC at 1-800-294-1322.*

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