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American Express Company
3 World Financial Center
200 Vesey Street
New York, New York 10285

August 12, 2002

VIA TELECOPIER AND
VIA OVERNIGHT COURIER

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-0609
Attn: Mr. Jonathan G. Katz
Secretary

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OFFICE OF THE SECRETARY

AUG 13 2002

Re: File No. 4-460
Sworn Statement Pursuant to Section 21(a)(1) of the Securities
Exchange Act of 1934

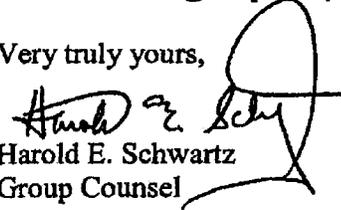
Dear Mr. Katz:

On behalf of Kenneth I. Chenault and Gary L. Crittenden, the Chief Executive Officer and Chief Financial Officer, respectively, of American Express Company, and pursuant to the instructions set forth in the above-captioned order, enclosed is an executed original of each of Mr. Chenault's and Mr. Crittenden's respective Statement Under Oath Regarding Facts and Circumstances Relating to Exchange Act Filings (together, the "Statements").

Please acknowledge receipt of Mr. Chenault's and Mr. Crittenden's Statements filing by date stamping the enclosed copy of this letter and returning it to me in the enclosed pre-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact me (telephone - (212) 640-1444; fax - (212) 640-0360; e-mail - harold.e.schwartz@aexp.com).

Very truly yours,


Harold E. Schwartz
Group Counsel

Enclosures

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STATEMENT UNDER OATH OF
PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER
REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS

I, Gary L. Crittenden, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of American Express Company, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report on Form 10-K for the fiscal year ended December 31, 2001, of American Express Company;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of American Express Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to any of the foregoing.

Gary L. Crittenden

Name: Gary L. Crittenden

Date: August 12, 2002

Subscribed and sworn to
before me this 12th day of
August, 2002.

Harold E. Schwartz

Notary Public

My Commission Expires: 10/28/05

HAROLD E. SCHWARTZ
Notary Public, State of New York
No. 31-4987990
Qualified in New York County
Commission Expires 10/28/2005

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