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AMERICAN ELECTRIC POWER CO INC

Form 4 July 01, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

OMB APPROVAL

Washington, D.C. 20549

3235-0287 Number:

January 31,

2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GOODSPEED LINDA**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Check all applicable)

AMERICAN ELECTRIC POWER CO INC [AEP]

3. Date of Earliest Transaction

06/30/2013

(First)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

X_ Director 10% Owner Officer (give title Other (specify below)

1 RIVERSIDE PLAZA, 29TH **FLOOR**

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

X Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

COLUMBUS, OH 43215

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

or

Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) Disposed of (I (Instr. 3, 4, an 5)	or D)	(Month/Day/Year)		4)	S (I
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (1)	\$ 0	06/30/2013		A	770.433	(2)	(2)	Common Stock	770.433	

Reporting Owners

Reporting Owner Name / Address	Keiationsnips					
•	Director	10% Owner	Officer	Other		
GOODSPEED LINDA 1 RIVERSIDE PLAZA, 29TH FLOOR	X					
COLUMBUS, OH 43215	21					

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Linda A. Goodspeed

07/01/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Amounts shown represent value in AEP Stock Plan under the AEP Stock Unit Accumulation Plan for Non-Employee Directors. Each share of phantom stock represents the right to receive the cash value of one share of AEP common stock.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's service on the Board. The reporting person may transfer the phantom stock in the AEP Stock Plan account into an alternative investment account at any time.
- (3) Was AEP Stock Price at the time of this transaction.
- (4) Includes units of reinvested dividends acquired pursuant to a dividend reinvestment feature of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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