

AMERICAN ELECTRIC POWER CO INC  
 Form 4  
 May 03, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 TIERNEY BRIAN X

2. Issuer Name and Ticker or Trading Symbol  
 AMERICAN ELECTRIC POWER CO INC [AEP]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1 RIVERSIDE PLAZA  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/02/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive VP, CFO

COLUMBUS, OH 43215  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/02/2016		M		4,601 <u>(1)</u> \$ 64.77 <u>(4)</u>	D	
Common Stock	05/02/2016		F		2,206 D \$ 64.77 <u>(4)</u>	D	
Common Stock	05/02/2016		D		2,395 D \$ 64.77 <u>(4)</u>	D	
Common Stock	05/02/2016		M		4,441 A <u>(2)</u> \$ 64.77	D	

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Common Stock	05/02/2016	F	2,129	D	<u>(4)</u> \$ 64.77	2,312	D
Common Stock	05/02/2016	D	2,312	D	<u>(4)</u> \$ 64.77	0	D
Common Stock	05/02/2016	M	<u>(3)</u> 3,375	A	<u>(4)</u> \$ 64.77	3,375	D
Common Stock	05/02/2016	F	1,618	D	<u>(4)</u> \$ 64.77	1,757	D
Common Stock	05/02/2016	D	1,757	D	<u>(4)</u> \$ 64.77	0	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	05/02/2016		M		4,601		Common Stock	4,601
Restricted Stock Units	<u>(2)</u>	05/02/2016		M		4,441		Common Stock	4,441
Restricted Stock	<u>(3)</u>	05/02/2016		M		3,375		Common Stock	3,375

Units

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIERNEY BRIAN X 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive VP, CFO	

## Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Brian X. Tierney	05/03/2016
**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) A portion of Mr. Tierney's restricted stock units (4,601) that were granted on 2/26/2013 vested on 5/2/2016. Upon vesting, 2,206 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - (2) A portion of Mr. Tierney's restricted stock units (4,441) that were granted on 12/10/2013 vested on 5/2/2016. Upon vesting, 2,129 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - (3) A portion of Mr. Tierney's restricted stock units (3,375) that were granted on 2/24/2015 vested on 5/2/2016. Upon vesting, 1,618 restricted stock units were withheld to satisfy the reporting person's tax liability and the remaining restricted stock units were settled in cash.
  - (4) Value is based on 20 day average closing price of \$64.77.

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.