AMERICAN ELECTRIC POWER CO INC

Form 4

January 02, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

_ 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

OMB APPROVAL

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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

Filed By Romeo & Dye's Instant Form 4 Filer www.section16.net

1. Name and Ad			me and Tic E lectric Po v		6. Relationship of Person(s) to Issuer (Check	1 0						
(Last) 4 Saint Andrew	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)					Statement for onth/Day/Year 31/02	X Director 10% Owner Officer (give title below) Other (specify below)					
Frisco, TX 750.	ļ I					f Amendment, te of Original onth/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State)	(Zip)	T	able	e I Non-E	Derivat	ive Sec	curities Acquired, Disposed of, or Beneficially Owned				
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	Execution Date,	3. Trans- action Cod (Instr. 8) Code V		4. Securities Acq (A) or Disposed (Instr. 3, 4 & 5) Amount (A) or (D)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

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

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2. Conver-	3. Trans-	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Number	and Expiration	Amount of	Derivative	Derivative	Owner-	of Indirect
Security	Exercise	Date	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficial
	Price of		Date,	Code	Derivati	(Month/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		Securitie	Y ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
			(Month/	(Instr.	Acquire	1			Following	ative	
		Year)	Day/	8)	(A) or				Reported	Security:	
			Year)		Dispose	1			Transaction(s)	Direct	
					of (D)				(Instr. 4)	(D)	
									Ì	or	
1											

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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			`	Inst 8, 4 6)							Indirect (I) (Instr. 4)	
		Code	V ((A)	Exer-cisable	Expira- tion Date		Amount or Number of Shares				
Phantom Stock Unit	12/31/02	A	3	320			Common Stock	320	(1)	4,663	D	

Explanation of Responses:

(1) Acquisition pursuant to the AEP Deferred Compensation and Stock Plan for Non-Employee Directors and exempt under Rule 16b-3(d).

By: /s/ Jeffrey D. Cross, Attorney-in-Fact for William R. Howell Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space is insufficient, See Instruction 6 for procedure.

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POWER OF ATTORNEY

WILLIAM R. HOWELL

The undersigned hereby appoints Susan Tomasky, Jeffrey D. Cross and Thomas S. Ashford, and the undersigned's true and lawful attorneys-in-fact, for the undersigned, and in the undersigned's stead to execute, acknowledge, deliver and file Forms 4 and 5 (including amendments thereto) with of American Electric Power Company, Inc. and its subsidiaries (collectively "AEP"), required to be Securities and Exchange Commission, national securities exchanges and AEP pursuant to Section 16 (Exchange Act of 1934 and Section 17(a) of the Public Utility Holding Company Act of 1935 and the thereunder, granting to AEP full power and authority to perform all acts necessary to the complete

The undersigned agrees that the attorneys-in-fact herein may rely entirely on information writing by the undersigned to such attorneys-in-fact. The undersigned acknowledges that the forefact, in serving in such capacity at the request of the undersigned, are not assuming, nor is AEP undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934 of Public Utility Holding Company Act of 1935.

The validity of this Power of Attorney shall not be affected in any manner by reason of time, of other powers of attorney by the undersigned in favor of persons other than those named h

This Power of Attorney shall remain in full force and effect until the undersigned is no Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys—in—fa

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as c 2000.

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/s/ William R. Howell William R. Howell