

AMERICAN ELECTRIC POWER CO INC  
 Form 4  
 May 05, 2014

**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 \*  
 Barton Lisa M

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

AMERICAN ELECTRIC POWER, 1 RIVERSIDE PLAZA  
 (Street)

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

COLUMBUS, OH 43215

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/01/2014		F	383 <sup>(1)</sup> D	\$ 53.87 <sub>(4)</sub> 2,237	D	
Common Stock	05/01/2014		F	466 <sup>(2)</sup> D	\$ 53.87 <sub>(4)</sub> 1,771	D	
Common Stock	05/01/2014		M	938 <sup>(3)</sup> A	\$ 52.082 <sub>(5)</sub> 2,709	D	
Common Stock	05/01/2014		F	304 D	\$ 52.082 <sub>(5)</sub> 2,405	D	

Common Stock      05/01/2014      D      634      D      \$ 52.082      1,771      D  
 (5)

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)	8. Amount or Number of Shares
Restricted Stock Units	(3)	05/01/2014		M	938	05/01/2014 05/01/2014	Common Stock	938

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
Barton Lisa M AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive Vice President

## Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Lisa M. Barton      05/05/2014  
 \*\*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).

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- (1) A portion of Ms. Barton's restricted stock units (1,182) that were granted on 1/1/2011 vested on 5/1/2014. Upon vesting, 383 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Ms. Barton's restricted stock units (1,439) that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 466 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Ms. Barton's restricted stock units (938) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 304 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 share price of \$53.87 which was the closing price of the stock.
- (5) Value is based on 20 day average closing price of \$52.082.

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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