

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 *
POWERS ROBERT P

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)
05/01/2014

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/01/2014		F	2,350 (1) D \$ 53.87 (4)	10,268	D	
Common Stock	05/01/2014		F	3,234 (2) D \$ 53.87 (4)	7,034	D	
Common Stock	05/01/2014		M	4,265 (3) A \$ 52.082 (5)	11,299	D	
Common Stock	05/01/2014		F	2,045 D \$ 52.082 (5)	9,254	D	
	05/01/2014		D	2,220 D	7,034	D	

Common Stock \$ 52.082
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(3)	05/01/2014		O	4,265	05/01/2014	05/01/2014	Common Stock	4,265

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POWERS ROBERT P 1 RIVERSIDE PLAZA COLUMBUS, OH 43215			Executive Vice President, COO	

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Robert P. Powers 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).
- (1) A portion of Mr. Power's restricted stock units (4,900) that were granted on 1/1/2011 vested on 5/1/2014. Upon vesting, 2,350 restricted stock units were withheld to satisfy the reporting person's tax liability.

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- (2) A portion of Mr. Power's restricted stock units (6,743 that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 3,234 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. Power's restricted stock units (4,265) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 2,045 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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