

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 *
McCullough Mark C

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

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 | 545 ⁽¹⁾ D | \$ 53.87 ₍₄₎ 4,866 | D | |
| Common Stock | 05/01/2014 | | F | 530 ⁽²⁾ D | \$ 53.87 ₍₄₎ 4,336 | D | |
| Common Stock | 05/01/2014 | | M | 992 ⁽³⁾ A | \$ 52.082 ₍₅₎ 5,328 | D | |
| Common Stock | 05/01/2014 | | F | 341 D | \$ 52.082 ₍₅₎ 4,987 | D | |

| | | | | | | | | | |
|-----------------|------------|--|---|-----|---|---------------------|-------|--|---|
| Common Stock | 05/01/2014 | | D | 651 | D | \$ 52.082 (5) | 4,336 | | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 05/01/2014 | | M | 992 | 05/01/2014 05/01/2014 | Common Stock | 992 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|--------------------------|
| | Director | 10% Owner | Officer |
| McCullough Mark C AMERICAN ELECTRIC POWER 1 RIVERSIDE PLAZA COLUMBUS, OH 43215 | | | Executive Vice President |

Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Mark C. McCullough

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 Mr. McCullough's restricted stock units (1,584) that were granted on 1/1/2011 vested on 5/1/2014. Upon vesting, 545 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. McCullough's restricted stock units (1,541) that were granted on 1/25/2012 vested on 5/1/2014. Upon vesting, 530 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. McCullough's restricted stock units (992) that were granted on 2/26/2013 vested on 5/1/2014. Upon vesting, 341 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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