

TIERNEY BRIAN X

Form 4

May 02, 2018

**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 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

## OMB APPROVAL

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(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)  
05/01/2018

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

COLUMBUS, OH 43215

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

6. 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)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 05/01/2018                              |                                                             | M                                       |                                                                         | 3,618<br>(1)                                                                                                       | A                                                                    | \$<br>68.63<br>(4)                      |
| Common<br>Stock                       | 05/01/2018                              |                                                             | F                                       |                                                                         | 1,640                                                                                                              | D                                                                    | \$<br>68.63<br>(4)                      |
| Common<br>Stock                       | 05/01/2018                              |                                                             | D                                       |                                                                         | 1,978                                                                                                              | D                                                                    | \$<br>68.63<br>(4)                      |
| Common<br>Stock                       | 05/01/2018                              |                                                             | M                                       |                                                                         | 2,719<br>(2)                                                                                                       | A                                                                    | \$<br>68.63                             |

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|                 |            |   |              |   |                    |        |   |
|-----------------|------------|---|--------------|---|--------------------|--------|---|
| Common<br>Stock | 05/01/2018 | F | 1,233        | D | (4)<br>\$<br>68.63 | 14,508 | D |
|                 |            |   |              |   | (4)                |        |   |
| Common<br>Stock | 05/01/2018 | D | 1,486        | D | (4)<br>\$<br>68.63 | 13,022 | D |
|                 |            |   |              |   | (4)                |        |   |
| Common<br>Stock | 05/01/2018 | F | 1,220<br>(3) | D | (5)<br>\$<br>69.44 | 11,802 | D |
|                 |            |   |              |   | (5)                |        |   |

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

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SEC 1474  
(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) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | (1)                                                    | 05/01/2018                           |                                                    | M                              |                                                                                         | 3,618                                                    |     | 05/01/2018                                                    | 05/01/2018      | Common Stock | 3,618                      |
| Restricted Stock Units                     | (2)                                                    | 05/01/2018                           |                                                    | M                              |                                                                                         | 2,719                                                    |     | 05/01/2018                                                    | 05/01/2018      | Common Stock | 2,719                      |

## Reporting Owners

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

## Signatures

/s/ Thomas G. Berkemeyer, Attorney-in-Fact for Brian X.  
Tierney

05/03/2018

\_\_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 (3,618) that were granted on 2/24/2015 vested on 5/1/2018. Upon vesting, 1640 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 (2,719) that were granted 2/23/2016 vested on 5/1/2018. Upon vesting, 1233 restricted stock unitw were withheld to satisfy the porting person's tax liability and the remaining restricted stock units were settled in cash.
- (3) A portion of Mr. Tierney's restricted stock units (2,689) that were granted on 2/20/2017 vested on 5/1/2018. Upon vesting, 1,220 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (4) Value is based on 20 day average stock closing price.
- (5) Value is based on the closing price of the stock.

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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