

Items to be Included in this Report

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On September 25, 2012, the Board of Directors (the "Board") of American Electric Power Company, Inc. (the "Company") elected Stephen S. Rasmussen to serve as a director of the Company. Mr. Rasmussen's initial term as a director will continue until the 2013 annual meeting of shareholders. The Board appointed Mr. Rasmussen to the Committee on Directors and Corporate Governance, the Finance Committee and the Policy Committee.

Mr. Rasmussen has served as the Chief Executive Officer of Nationwide Mutual Insurance Company ("Nationwide") since 2009. From 2003 to 2009 he served as President and Chief Operating Officer of Property and Casualty operations for Nationwide.

The Board has determined that Mr. Rasmussen is an "independent" director under the Company's Principles of Corporate Governance and the independence requirements of the New York Stock Exchange, as well as the applicable rules promulgated by the Securities and Exchange Commission (the "SEC").

As a non-employee director, Mr. Rasmussen will receive the same compensation paid to other non-employee directors of the Company in accordance with the policies and procedures previously approved by the Board for non-employee directors as disclosed in the Company's 2012 Proxy Statement.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The Board of Directors of the Company approved amendments to Sections 1, 5, 9 and 11 of the Company's By-Laws, effective as of September 25, 2012. The amendments to Section 1 and 5 reflect the Company's practices for the annual shareholder meeting. The amendment to Section 9 changes the necessary quorum of the Board from one-third to a majority standard. The amendment to Section 11 adds a provision that if the Chairman of the Board is not independent, the independent members of the Board will also appoint a Lead Director.

The foregoing description is qualified in its entirety by reference to the By-Laws, a copy of which is attached and incorporated herein as Exhibit 3.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

3.1 Amended and Restated By-Laws of American Electric Power Company, Inc.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN ELECTRIC POWER COMPANY, INC.
By: /s/ Thomas G.
Berkemeyer

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Name:
Title

Thomas G. Berkemeyer
Assistant Secretary

September 26, 2012