

McCullough Mark C
Form 4
May 02, 2019

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)

AMERICAN ELECTRIC POWER, 1 RIVERSIDE PLAZA

05/01/2019

Executive Vice President

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 05/01/2019 | | M | | 1,236 (1) | A | \$ 83.67 (4) | 12,035 | D |
| Common Stock | 05/01/2019 | | F | | 573 | D | \$ 83.67 (4) | 11,462 | D |
| Common Stock | 05/01/2019 | | D | | 663 | D | \$ 83.67 (4) | 10,799 | D |
| Common | 05/01/2019 | | F | | 645 (2) | D | \$ | 10,154 | D |

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| | | | | | | | | |
|--------------|------------|--|---|---------|-------|-------|-------|----------------|
| Stock | | | | | 84.95 | | | |
| | | | | | (5) | | | |
| | | | | | \$ | | | |
| Common Stock | 01/02/2019 | | F | 655 (3) | D | 84.95 | 9,499 | D |
| | | | | | | (5) | | |
| Common Stock | | | | | | | 7,621 | I |
| | | | | | | | | by 401(k) Plan |

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 | (1) | 05/01/2019 | | M | 1,236 | 05/01/2019 | 05/01/2019 | Common Stock | 1,236 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

05/02/2019

__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. McCullough's restricted stock units (1,236) that were granted on 2/23/2016 vested on 5/1/2019. Upon vesting, 573 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. McCullough's restricted stock units (1,391) that were granted on 2/20/2017 vested on 5/1/2019. Upon vesting, 645 restricted stock units were withheld to satisfy the reporting person's tax liability.

(3) A portion of Mr. McCullough's restricted stock units (1,412) that were granted on 2/19/2018 vested on 5/1/2019. Upon vesting, 655 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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