

McCullough Mark C
 Form 3
 February 03, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McCullough Mark C | | (Month/Day/Year) | AMERICAN ELECTRIC POWER CO INC [AEP] | |
| (Last) | (First) | (Middle) | 01/25/2012 | |
| AMERICAN ELECTRIC POWER,Â 1 RIVERSIDE PLAZA | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | | (Check all applicable) |
| COLUMBUS,Â OHÂ 43215 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive Vice President | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 2,085.8 | I | by 401(k) Plan |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|----------------------------------|
| Restricted Stock Units | Â (1) | Â (1) | Common Stock | 4,307.13 | \$ (3) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 4,192 | \$ (3) | D | Â |
| Career Shares (Phantom Stock) (4) | Â (4) | Â (4) | Common Stock | 5,847.49 | \$ 0 | D | Â |
| AEP Supplemental Savings Plan | Â (5) | Â (5) | Common Stock | 4,232.55 | \$ (5) | I | By AEP Supplemental Savings Plan |

Reporting Owners

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

Signatures

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

02/03/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) The restricted stock units vest in three equal installments on May 1, 2012, May 1, 2013 and May 1, 2014
- (2) The restricted stock units vest in three equal installments on May 1, 2013, May 1, 2014 and May 1, 2015
- (3) Each restricted stock unit represents a contingent right to receive one share of AEP common stock
- (4) Career Shares become payable upon the reporting person's termination of employment with AEP.

Amounts shown represent units in AEP Stock Fund of the AEP Supplemental Savings Plan. The number of shares reported is computed

- (5) based on the unit value of the participant's account and the share price and is only representative of the shares which would be represented in the account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.