

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 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| TIERNEY BRIAN X | | | AMERICAN ELECTRIC POWER CO INC [AEP] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Executive VP, CFO | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 1 RIVERSIDE PLAZA | | | 5/1/2019 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| COLUMBUS, OH 43215 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|-------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 5/1/2019 | | M | | 2816 (1) | A | \$83.67 (4) | 49082 | D | |
| Common Stock | 5/1/2019 | | F | | 1277 | D | \$83.67 (4) | 47805 | D | |
| Common Stock | 5/1/2019 | | D | | 1539 | D | \$83.67 (4) | 46266 | D | |
| Common Stock | 5/1/2019 | | F | | 1262 (2) | D | \$84.95 (5) | 45004 | D | |
| Common Stock | 5/1/2019 | | F | | 1402 (3) | D | \$84.95 (5) | 43840 | D | |
| Common Stock | | | | | | | | 10662 | I | by 401(k) Plan |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|---|-----------------|---|----------------------------|--|--|--|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 5/1/2019 | | M | | 2816 | 5/1/2019 | 5/1/2019 | Common Stock | 2816 | (4) | 0 | D | |

Explanation of Responses:

- A portion of Mr. Tierney's restricted stock units (2,816) that were granted 2/23/2016 vested on 5/1/2019. Upon vesting, 1,277 restricted stock unitw were withheld to satisfy the porting person's tax liability and the remaining restricted stock units were settled in cash.
- A portion of Mr. Tierney's restricted stock units (2,782) that were granted on 2/20/2017 vested on 5/1/2019 Upon vesting, 1,262 restricted stock units were withheld to satisfy the reporting person's tax liability.
- A portion of Mr. Tierney's restricted stock units (2,566) that were granted 2/19/2018 vested on 5/1/2019. Upon vesting, 1,164 restricted stock unitw were withheld to satisfy the porting person's tax liability and the remaining restricted stock units were settled in cash.
- Value is based on 20 day average stock closing price.
- Value is based on the closing price of the stock.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TIERNEY BRIAN X 1 RIVERSIDE PLAZA | | | Executive VP, CFO | |

Signatures

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

5/2/2019

—Signature of Reporting Person

Date

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

* 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).

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

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.