

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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## 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 <b>and</b> Ticker or Trading Symbol |  |                             |           |  |                   |           |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)           |   |  |  |
|--|---|-------------------|-------------|-----------|--|--|-----------------------------|-----------|--|-------------------|-----------|--|---|---|--|--|
| Akins Nicholas K                               |   |                   |             |           | AMERICAN ELECTRIC POWER CO<br>INC [ AEP ]          |  |                             |           |  |                   | ER CO     |  |   | 10%   | ó Owner  |  |
| (Last)   | (First  | ) (M              | (Middle)    |           |  | 3. Date of Earliest Transaction (MM/DD/YYYY) |                             |           |  |                   |           |  | X_ Officer (give title below) Other (specify below)  President, CEO               |   |  |  |
| AMERICAN ELECTRIC POWER, 1<br>RIVERSIDE PLAZA  |   |                   |             | l         | 5/1/2020   |  |                             |           |  |                   |           |  |   |   |  |  |
|  | (Street)  |                   |             |           | 4. If Amendment, Date Original Filed (MM/DD/YYYY)  |  |                             |           |  |                   | DD/YYY    | Y) 6. Individual   | 6. Individual or Joint/Group Filing (Check Applicable Line)                       |   |  |  |
| COLUMBUS, OH 43215 (City) (State) (Zip)        |   |                   |             |           |  |  |                             |           |  |                   |           |  | X_Form filed by One Reporting Person Form filed by More than One Reporting Person |   |  |  |
|  |   |                   | Table I - 1 | Non-De    | erivati  | ve Sec                                       | urities A                   | cqui      | red, Di  | sposed            | of, or l  | Beneficially Own   | ed  |   |  |  |
| 1. Title of Security<br>(Instr. 3)             |   |                   | 2. Tr       | ans. Date | e 2A. Deemed<br>Execution<br>Date, if any          |  | 3. Trans. Cod<br>(Instr. 8) |           | 4. Securities Acquir<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                   | iired (A) | 5. Amount of Secur<br>Following Reported<br>(Instr. 3 and 4)                               | ities Beneficially Owned<br>Transaction(s)  |   | Ownership o<br>Form:                           | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership                |
|  |   |                   |             |           |  |  | Code                        | V         | Amount   | (A) or<br>(D)     | Price     |  |   |   | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | (Instr. 4)   |
| Common Stock                                   |   |                   | 5/1         | 1/2020    |  |  | F                           |           | 4875 <u>(1)</u>  | D                 | \$81.39   | <u>4</u> )   | 134743  |   | D  |  |
| Common Stock                                   |   |                   | 5/1         | 1/2020    |  |  | F                           |           | 4659 <sup>(2)</sup>  | D                 | \$81.39   | 4)   | 130084  |   | D  |  |
| Common Stock                                   |   |                   | 5/1         | 1/2020    | )  |  | F                           |           | 4176 (3)   | D                 | \$81.39   | 4)   | 125908  |   | D  |  |
| Common Stock                                   |   |                   | 5/4         | 1/2020    |  |  | s                           |           | 5813 (5)   | D                 | \$80.99   | 6)   | 120095  |   | D  |  |
| Common Stock                                   |   |                   | 5/4         | 1/2020    | 0  |  | s                           |           | 5632 <sup>(5)</sup>  | D                 | \$81.97   | 7)   | 114463  |   | D  |  |
| Common Stock                                   |   |                   | 5/4         | 1/2020    | 020  |  | S                           |           | 5074 (5)   | D \$82.87 (8)     |           | 8)   | 109389  |   | D  |  |
|  | Tab   | ole II - Dei      | rivative Se | curities  | s Bene   | eficially                                    | y Owned                     | (e.g.     | ., puts,   | calls, w          | arrant    | s, options, conve  | rtible sec  | urities)  |  |  |
| 1. Title of Derivate<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative | 3. Trans.<br>Date |             |           | Acquire<br>Dispose                                 |  |                             |           | 6. Date Exercisable and Expiration Date                        |                   |           | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned | Form of Derivative Security:                   | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  | Security  |                   |             | Code      | v  | (A)  | (D)                         | Da<br>Exe | te<br>ercisable  | Expiratio<br>Date |           | Amount or Number of<br>Shares  |   | Reported or<br>Transaction(s) (I                                  | Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) |  |

## **Explanation of Responses:**

- (1) A portion of Mr. Akins' restricted stock units (10,749) that were granted on 2/20/2017 vested on 5/1/2020. Upon vesting, 4,875 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (2) A portion of Mr. Akins' restricted stock units (10,272) that were granted on 2/19/2018 vested on 5/1/2020. Upon vesting, 4,659 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (3) A portion of Mr. Akins' restricted stock units (9,208) that were granted on 2/18/2019 vested on 5/1/2020. Upon vesting, 4,176 restricted stock units were withheld to satisfy the reporting person's tax liability.
- (4) Value is based on closing price of the stock.
- (5) Sold pursuant to a 10b5-1 Plan executed on November 21, 2019.
- (6) This transaction was executed in multiple trades at prices ranging from \$80.53 to \$81.53. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (7) This transaction was executed in multiple trades at prices ranging from \$81.56 to \$82.54. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (8) This transaction was executed in multiple trades at prices ranging from \$82.58 to \$83.24. The price reported above reflects the weighted average sale price.

The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

**Reporting Owners** 

| Reporting Owner Name / Address              | Relationships |           |                |       |  |  |
|---|---------------|-----------|----------------|-------|--|--|
| Reporting Owner Name / Address              | Director      | 10% Owner | Officer        | Other |  |  |
| Akins Nicholas K<br>AMERICAN ELECTRIC POWER |               |           | D II (CEO      |       |  |  |
| 1 RIVERSIDE PLAZA                           |               |           | President, CEO |       |  |  |
| COLUMBUS, OH 43215                          |               |           |                |       |  |  |

## **Signatures**

| /s/ Thomas G. Berkemeyer, Attorney-in-Fact for Nicholas K. Akins |   | 5/5/2020 |  |  |
|--|---|----------|--|--|
| **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.