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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

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Docket No 20310

Date of report (Date of earliest event reported)

April 28, 2009

AMERICAN ELECTRIC POWER COMPANY, INC.

(Exact Name of Registrant as Specified in Its Charter)

1-3525

(Commission File Number)

New York

(State or Other Jurisdiction of
Incorporation)

13-4922640

(IRS Employer Identification No.)

1 Riverside Plaza, Columbus, OH

(Address of Principal Executive Offices)

43215

(Zip Code)

614-716-1000

(Registrant's Telephone Number, Including Area Code)

None

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

At the Company's annual meeting on April 28, 2009, the Company's shareholders approved an amendment to the Company's Restated Certificate of Incorporation to eliminate the cumulative voting provision of Article 4.2 from the Certificate of Incorporation. In connection with this action, the Board of Directors of the Company approved an amendment to the Company's By-Laws, effective as of April 28, 2009, adding provisions requiring that, in order to be elected in an uncontested election, a nominee for director must receive the affirmative vote of a majority of the votes cast at a meeting of shareholders, provide that, in contested elections, the affirmative vote of a plurality of the votes cast will be required to elect a director. These provisions also require an incumbent director who fails to receive the affirmative vote of a majority of the votes cast in an uncontested election at a meeting of shareholders to submit his or her resignation, with such resignation to be considered by the members of the Committee on Directors and Corporate Governance Committee and the Board of Directors, in each case excluding the affected incumbent director from participating in the consideration and decision. The decision of the Board of Directors as to whether or not to accept the resignation will be publicly disclosed, together with the reasons for such decision, within 90 days from the certification of the election results.

The foregoing description is qualified in its entirety by reference to the Certificate of Amendment of the Certificate of Incorporation, a copy of which is attached and incorporated herein as Exhibit 3.1 to this Form 8-K, and the Amendment to the By-Laws, a copy of which is attached and incorporated herein as Exhibit 3.2 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

- 3.1 Certificate of Amendment of the Certificate of Incorporation of American Electric Power Company, Inc.
- 3.2 Amendment to the 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
Name: Thomas G. Berkemeyer
Title Assistant Secretary

April 28, 2009

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN ELECTRIC POWER COMPANY, INC.
Under Section 805 of the Business Corporation Law

The undersigned, being respectively an Executive Vice President and an Assistant Secretary of American Electric Power Company, Inc., hereby certify that:

1. The name of the corporation is AMERICAN ELECTRIC POWER COMPANY, INC. The name under which the corporation was formed is American Gas and Electric Company.

2. The Department of State on February 18, 1925 filed the certificate of consolidation forming the corporation.

3. Paragraph 4.2 of the certificate of incorporation of the corporation, as heretofore amended, is hereby further amended pursuant to Section 801(b)(12) of the Business Corporation Law, to eliminate cumulative voting in the election of directors. Paragraph 4.2 of the certificate of incorporation, as so amended, now reads as follows:

4.2 Each share of the Common Stock shall be equal in all respects to every other share of the Common Stock. Every holder of record of the Common Stock shall have one vote for each share of Common Stock held by him or her for the election of directors and upon all other matters.

4. The manner in which this amendment to the certificate of incorporation of the corporation, as heretofore amended, was authorized was by the (i) unanimous affirmative vote of the Board of the Directors of the corporation at its meeting duly called and held on the 27th day of January, 2009, a quorum being present, and (ii) affirmative vote of the holders of a majority of all outstanding shares entitled to vote thereon at the annual meeting of shareholders of the corporation duly called and held on the 28th day of April, 2009, a quorum being present.

IN WITNESS WHEREOF, the undersigned have signed the certificate this 28th day of April, 2009, and do affirm the contents to be true under the penalties of perjury.

/s/ John B. Keane

John B. Keane, Executive Vice President

/s/ Thomas G. Berkemeyer

Thomas G. Berkemeyer, Assistant Secretary

AMENDMENT TO THE BY-LAWS
OF
AMERICAN ELECTRIC POWER COMPANY, INC.
Effective April 28, 2009

A new Section 17 is added to the By-Laws of the Company as follows:

Section 17. Each holder of common stock shall have one vote for every share of common stock entitled to vote which is registered in his or her name on the record date for the meeting. In cases where the number of nominees is less than or equal to the number of directors to be elected, each director to be elected by stockholders shall be elected by the vote of the majority of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Section 17, a majority of votes cast shall mean that the number of votes cast "for" a director's election exceeds 50% of the total number of votes cast with respect to that director's election. Votes cast shall include votes "for," "against" or to withhold authority in each case and exclude abstentions with respect to that director's election. In cases where the number of nominees exceeds the number of directors to be elected, each director to be elected by stockholders shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present.

If a nominee for director who is an incumbent director is not elected at a meeting of stockholders and no successor has been elected at the meeting, the director shall tender his or her resignation to the Board of Directors promptly after the certification of the election results by the inspector of elections. The Committee on Directors and Corporate Governance shall make a recommendation to the Board of Directors whether or not to accept the tendered resignation. The Board of Directors shall make the decision whether or not to accept the tendered resignation, taking into account the Committee on Directors and Corporate Governance's recommendation. The Board's decision about the tendered resignation, and the rationale behind the decision, shall be disclosed in a public announcement within 90 days after the date of the certification of the election results by the inspector of elections. The Committee on Directors and Corporate Governance in making its recommendation, and the Board of Directors in making the decision, may consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation shall not participate in the recommendation of the Committee on Directors and Corporate Governance or the decision of the Board of Directors about his or her resignation. If the incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected, or his or her earlier resignation or removal. If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors, in its sole discretion, may fill any resulting vacancy pursuant to the provisions of Sections 7 and 8 or may decrease the size of the Board of Directors pursuant to the provisions of Section 7.