# UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For The Quarterly Period Ended September 30, 2016

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For The Transition Period from \_\_\_\_\_ to \_\_\_\_

Commission File Number	Registrants; States o Address and Telep	. ,			I.R.S. Employer Identification Nos.
1-3525 1-3457 1-3570 1-6543 0-343 1-3146	AMERICAN ELECTRIC POWER COMPANY APPALACHIAN POWER COMPANY (A Virgindiana Michigan Power Company (OHIO POWER COMPANY (An Ohio Corporat Public Service Company of Oklaho Southwestern Electric Power Company of Riverside Plaza, Columbus, Ohio 43215-2373 Telephone (614) 716-1000	ginia Corporation) An Indiana Corporation) tion) MA (An Oklahoma Corp	poration)		13-4922640 54-0124790 35-0410455 31-4271000 73-0410895 72-0323455
Exchange Act of	k mark whether the registrants (1) have filed all 1934 during the preceding 12 months (or for such n subject to such filing requirements for the past	shorter period that the re			
Indicate by chec	k mark whether the registrants have submitted	electronically and posted	X d on their	No	vebsites, if any, every
	File required to be submitted and posted pursuan nths (or for such shorter period that the registran	nts were required to subn			
accelerated filer	ck mark whether American Electric Power Com or a smaller reporting company. See the defini ny" in Rule 12b-2 of the Exchange Act.	pany, Inc. is a large ac	 celerated _		
Large accelerate	d filer X Accelerated filer				
Non-acceleratea	filer Smaller reporting of	rompany			
Service Compar accelerated filer	k mark whether Appalachian Power Company, y of Oklahoma and Southwestern Electric Pow s or smaller reporting companies. See the defini ny" in Rule 12b-2 of the Exchange Act.	ver Company are large	accelerate	ed filers, ac	celerated filers, non-
Large accelerate	d filer Accelerated filer				
Non-acceleratea	filer X Smaller reporting of	company			
Indicate by chec	k mark whether the registrants are shell compani	es (as defined in Rule 12	b-2 of the	Exchange A	ct).
		Yes		No X	
Innalachian Por	ver Company Indiana Michigan Power Compan	v Ohio Power Compan	, Public S	Sarvica Com	nany of Oklahoma and

Appalachian Power Company, Indiana Michigan Power Company, Ohio Power Company, Public Service Company of Oklahoma and Southwestern Electric Power Company meet the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and are therefore filing this Form 10-Q with the reduced disclosure format specified in General Instruction H(2) to Form 10-Q.

AEP's ratio of debt-to-total capital changed primarily due to a decrease in common equity as a result of the impairment of certain merchant generation assets.

### Liquidity

Liquidity, or access to cash, is an important factor in determining AEP's financial stability. Management believes AEP has adequate liquidity under its existing credit facilities. As of September 30, 2016, AEP had \$3.5 billion in aggregate credit facility commitments to support its operations. Additional liquidity is available from cash from operations and a receivables securitization agreement. Management is committed to maintaining adequate liquidity. AEP generally uses short-term borrowings to fund working capital needs, property acquisitions and construction until long-term funding is arranged. Sources of long-term funding include issuance of long-term debt, sale-leaseback or leasing agreements or common stock.

### Commercial Paper Credit Facilities

AEP manages liquidity by maintaining adequate external financing commitments. As of September 30, 2016, available liquidity was approximately \$3 billion as illustrated in the table below:

	Amount		Maturity
	(in	millions)	
Commercial Paper Backup:			
Revolving Credit Facility	\$	3,000.0	June 2021
Revolving Credit Facility		500.0	June 2018
Total		3,500.0	
Cash and Cash Equivalents		212.2	
Total Liquidity Sources		3,712.2	
Less: AEP Commercial Paper Outstanding		728.3	
Net Available Liquidity	\$	2,983.9	

AEP has two credit facilities totaling \$3.5 billion to support its commercial paper program. The \$3 billion credit facility allows management to issue letters of credit in an amount up to \$1.2 billion.

AEP uses its commercial paper program to meet the short-term borrowing needs of its subsidiaries. The program is used to fund both a Utility Money Pool, which funds the utility subsidiaries, and a Nonutility Money Pool, which funds certain nonutility subsidiaries. In addition, the program also funds, as direct borrowers, the short-term debt requirements of other subsidiaries that are not participants in either money pool for regulatory or operational reasons. The maximum amount of commercial paper outstanding during the first nine months of 2016 was \$1.5 billion. The weighted-average interest rate for AEP's commercial paper during 2016 was 0.77%.

### Other Credit Facilities

An uncommitted facility gives the issuer of the facility the right to accept or decline each request made under the facility. AEP issues letters of credit under four uncommitted facilities totaling \$300 million. As of September 30, 2016, the maximum future payment for letters of credit issued under the uncommitted facilities was \$147 million with maturities ranging from October 2016 to September 2017.

### Securitized Accounts Receivable

AEP's receivables securitization agreement provides a commitment of \$750 million from bank conduits to purchase receivables. The agreement expires in June 2018.

## AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

For the Three and Nine Months Ended September 30, 2016 and 2015 (in millions, except per-share and share amounts) (Unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30, 2016 2015				
REVENUES	2016	_		2015	_	2016	_	2015
Vertically Integrated Utilities	\$ 2,53	8.3	\$	2,435.8	\$	6,864.6	\$	7,081.8
Transmission and Distribution Utilities	1,24	5.4		1,163.6		3,398.9		3,377.9
Generation & Marketing	82.	3.3		801.8		2,192.5		2,288.6
Other Revenues	4.	5.2		30.2		134.0		90.2
TOTAL REVENUES	4,65	2.2		4,431.4		12,590.0	_	12,838.5
EWDENGEG								
EXPENSES Fuel and Other Consumables Used for Electric Generation	88	0.1		955.9		2,236.1		2,782.4
Purchased Electricity for Resale		4.0		730.8		2,134.6		2,782.4
Other Operation		4.0 1.1		689.9		2,150.7		1,954.6
Maintenance	28					2,130.7 854.4		923.1
				311.5				923.1
Asset Impairments and Other Related Charges	2,26			524.0		2,264.9		1.520.0
Depreciation and Amortization	53			534.9		1,550.2		1,528.0
Taxes Other Than Income Taxes	26			248.2	_	767.9	_	733.3
TOTAL EXPENSES	5,78	0.1		3,471.2	_	11,958.8	_	9,971.4
OPERATING INCOME (LOSS)	(1,12	7.9)		960.2		631.2		2,867.1
Other Income (Expense):								
Interest and Investment Income		2.0		1.6		6.5		6.1
Carrying Costs Income		1.7		1.8		11.9		18.4
Allowance for Equity Funds Used During Construction		5.6		32.6		86.1		96.4
Interest Expense		5.3)		(220.2)		(667.2)		(658.1)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAX EXPENSE (CREDIT) AND EQUITY EARNINGS	(1,32	3.9)		776.0		68.5		2,329.9
Income Tax Expense (Credit)	(53-	4.5)		275.6		(134.0)		827.1
Equity Earnings of Unconsolidated Subsidiaries	2	5.2		11.4	_	42.8	_	60.6
INCOME (LOSS) FROM CONTINUING OPERATIONS	(76	4.2)		511.8		245.3		1,563.4
INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX		_		7.8		(2.5)	_	18.2
NET INCOME (LOSS)	(76-	4.2)		519.6		242.8		1,581.6
Net Income Attributable to Noncontrolling Interests		1.6		1.3		5.3	_	4.1
EARNINGS (LOSS) ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS	\$ (76.	5.8)	\$	518.3	\$	237.5	\$	1,577.5
WEIGHTED AVERAGE NUMBER OF BASIC AEP COMMON SHARES OUTSTANDING	491,697,8	809	49	90,648,929	_	491,422,921	_	490,155,315
BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS FROM CONTINUING OPERATIONS	\$ (1	.56)	\$	1.04	\$	0.49	\$	3.18
BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS FROM DISCONTINUED OPERATIONS	\$	_	\$	0.02	\$	(0.01)	\$	0.04
TOTAL BASIC EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS	\$ (1	.56)	\$	1.06	\$	0.48	\$	3.22
WEIGHTED AVERAGE NUMBER OF DILUTED AEP COMMON SHARES OUTSTANDING	491,813,8	358	49	90,800,335	_	491,596,861	_	490,411,020
DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS FROM CONTINUING OPERATIONS	\$ (1	.56)	\$	1.04	\$	0.49	\$	3.18
DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS FROM DISCONTINUED OPERATIONS	\$	_	\$	0.02	\$	(0.01)	\$	0.04
TOTAL DILUTED EARNINGS (LOSS) PER SHARE ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS	\$ (1.	.56)	\$	1.06	\$	0.48	\$	3.22
CASH DIVIDENDS DECLARED PER SHARE	\$ 0	.56	\$	0.53	\$	1.68	\$	1.59

# AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) For the Three and Nine Months Ended September 30, 2016 and 2015

(in millions) (Unaudited)

	Three Months Ended September 30,			Nine Months Ended September 30,				
		2016		2015		2016		2015
Net Income (Loss)	\$	(764.2)	\$	519.6	\$	242.8	\$	1,581.6
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAXES								
Cash Flow Hedges, Net of Tax of \$(15.4) and \$(2.9) for the Three Months Ended September 30, 2016 and 2015, Respectively, and \$(11.2) and \$(5.8) for the Nine Months Ended September 30, 2016 and 2015, Respectively		(28.6)		(5.3)		(20.8)		(10.7)
Securities Available for Sale, Net of Tax of \$0.3 and \$(0.7) for the Three Months Ended September 30, 2016 and 2015, Respectively, and \$1 and \$(0.5) for the Nine Months Ended September 30, 2016 and 2015, Respectively		0.5		(1.3)		1.7		(1.0)
Amortization of Pension and OPEB Deferred Costs, Net of Tax of \$0.1 and \$0.2 for the Three Months Ended September 30, 2016 and 2015, Respectively, and \$0.2 and \$0.5 for the Nine Months Ended September 30, 2016 and 2015, Respectively		0.2		0.3		0.4		0.9
TOTAL OTHER COMPREHENSIVE LOSS		(27.9)		(6.3)	_	(18.7)		(10.8)
TOTAL COMPREHENSIVE INCOME (LOSS)		(792.1)		513.3		224.1		1,570.8
Total Comprehensive Income Attributable to Noncontrolling Interests		1.6		1.3		5.3		4.1
TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO AEP COMMON SHAREHOLDERS	\$	(793.7)	\$	512.0	\$	218.8	\$	1,566.7

## AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

For the Nine Months Ended September 30, 2016 and 2015

(in millions) (Unaudited)

	<b>AEP Common Shareholders</b>							
	Comm	on Stock	Accumulated Other					
	Shares	Amount	Paid-in Capital	Retained Earnings		rehensive ne (Loss)	Noncontrolling Interests	Total
TOTAL EQUITY - DECEMBER 31, 2014	509.7	\$3,313.3	\$6,203.4	\$ 7,406.6	\$	(103.1)	\$ 4.3	\$16,824.5
Issuance of Common Stock	1.4	9.1	58.8					67.9
Common Stock Dividends		,	20.0	(780.3)			(3.1)	(783.4)
Other Changes in Equity			19.6	(, , , , ,			5.0	24.6
Net Income				1,577.5			4.1	1,581.6
Other Comprehensive Loss						(10.8)		(10.8)
Pension and OPEB Adjustment Related to Mitchell Plant						5.1		5.1
TOTAL EQUITY - SEPTEMBER 30, 2015	511.1	\$3,322.4	\$6,281.8	\$ 8,203.8	\$	(108.8)	\$ 10.3	\$17,709.5
TOTAL EQUITY - DECEMBER 31, 2015	511.4	\$3,324.0	\$6,296.5	\$ 8,398.3	\$	(127.1)	\$ 13.2	\$17,904.9
Issuance of Common Stock	0.6	4.3	29.9					34.2
Common Stock Dividends				(826.4)			(3.4)	(829.8)
Other Changes in Equity			3.6				6.0	9.6
Net Income				237.5			5.3	242.8
Other Comprehensive Loss						(18.7)		(18.7)
TOTAL EQUITY - SEPTEMBER 30, 2016	512.0	\$3,328.3	\$6,330.0	\$ 7,809.4	\$	(145.8)	\$ 21.1	\$17,343.0

## AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED BALANCE SHEETS

### **ASSETS**

# September 30, 2016 and December 31, 2015 (in millions) (Unaudited)

	Sej	September 30, 2016		mber 31, 2015
CURRENT ASSETS				
Cash and Cash Equivalents	\$	212.2	\$	176.4
Other Temporary Investments (September 30, 2016 and December 31, 2015 Amounts Include \$270.5 and \$376.6, Respectively, Related to Transition Funding, Ohio Phase-in-Recovery Funding, Appalachian Consumer Rate Relief Funding, EIS and Sabine)  Accounts Receivable:		279.2		386.8
Customers		628.4		615.9
Accrued Unbilled Revenues		166.7		31.2
Pledged Accounts Receivable – AEP Credit		1,065.5		940.3
Miscellaneous		59.9		82.1
Allowance for Uncollectible Accounts		(40.5)		(29.0)
Total Accounts Receivable		1.880.0		1.640.5
Fuel		468.0		600.8
		556.8		738.6
Materials and Supplies  Pick Management Assets		110.8		134.4
Risk Management Assets Accrued Tax Benefits		214.9		58.9
		107.4		115.2
Regulatory Asset for Under-Recovered Fuel Costs		56.5		107.3
Margin Deposits Assets Held for Sale		1,915.3		107.3
		1,913.3		113.5
Prepayments and Other Current Assets TOTAL CURRENT ASSETS		5,949.2		4,072.4
TOTAL CURRENT ASSETS		3,949.2		4,072.4
PROPERTY, PLANT AND EQUIPMENT				
Electric:				
Generation		19,684.2		25,559.8
Transmission		15,157.8		14,247.9
Distribution		18,639.0		18,046.9
Other Property, Plant and Equipment (September 30, 2016 and December 31, 2015 Amounts Include Coal Mining and Nuclear Fuel, December 31, 2015 Amount Includes 2016 Plant Retirements)		3,467.5		3,722.9
Construction Work in Progress		3,651.3		3,903.9
Total Property, Plant and Equipment		60,599.8		65,481.4
Accumulated Depreciation and Amortization		16,337.6		19,348.2
TOTAL PROPERTY, PLANT AND EQUIPMENT – NET		44,262.2		46,133.2
OTHER NONCURRENT ASSETS				
Regulatory Assets		5,182.4		5,140.3
Securitized Assets		1,559.0		1,749.9
Spent Nuclear Fuel and Decommissioning Trusts		2,230.8		2,106.4
Goodwill		52.5		52.5
Long-term Risk Management Assets		311.7		321.8
Deferred Charges and Other Noncurrent Assets		1,894.2		2,106.6
TOTAL OTHER NONCURRENT ASSETS		11,230.6		11,477.5
TOTAL ASSETS	\$	61,442.0	\$	61,683.1

### AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED BALANCE SHEETS LIABILITIES AND EQUITY

**September 30, 2016 and December 31, 2015** (dollars in millions) (Unaudited)

	September 30, 2016	December 31, 2015
CURRENT LIABILITIES	_	
Accounts Payable	\$ 1,340.3	\$ 1,418.0
Short-term Debt:		
Securitized Debt for Receivables – AEP Credit	750.0	675.0
Other Short-term Debt	728.3	125.0
Total Short-term Debt	1,478.3	800.0
Long-term Debt Due Within One Year (September 30, 2016 and December 31, 2015 Amounts Include \$393.4 and \$410.4, Respectively, Related to Transition Funding, DCC Fuel, Ohio Phase-in-Recovery Funding, Appalachian Consumer Rate Relief Funding and Sabine)	2,384.8	1,831.8
Risk Management Liabilities	79.3	87.1
Customer Deposits	341.6	346.6
Accrued Taxes	666.2	979.1
Accrued Interest	230.2	226.9
Regulatory Liability for Over-Recovered Fuel Costs	7.9	113.9
Liabilities Held for Sale	231.0	_
Other Current Liabilities	1,019.8	1,305.1
TOTAL CURRENT LIABILITIES	7,779.4	7,108.5
NONCURRENT LIABILITIES		
Long-term Debt (September 30, 2016 and December 31, 2015 Amounts Include \$1,727.6 and \$1,971.4, Respectively, Related to Transition Funding, DCC Fuel, Ohio Phase-in-Recovery Funding, Appalachian Consumer Rate Relief Funding, Transource Energy and Sabine)  Long-term Risk Management Liabilities Deferred Income Taxes Regulatory Liabilities and Deferred Investment Tax Credits Asset Retirement Obligations Employee Benefits and Pension Obligations Deferred Credits and Other Noncurrent Liabilities	17,319.9 240.0 11,815.1 3,887.5 1,858.0 497.0 702.1	17,740.9 179.1 11,733.2 3,736.1 1,806.5 583.3 890.6
TOTAL NONCURRENT LIABILITIES	36,319.6	36,669.7
TOTAL LIABILITIES	44,099.0	43,778.2
Rate Matters (Note 4) Commitments and Contingencies (Note 5)		
EQUITY	_	
Common Stock – Par Value – \$6.50 Per Share:         2016       2015		
Shares Authorized 600,000,000 600,000,000 Shares Issued 512,046,044 511,389,173 (20,336,592 Shares were Held in Treasury as of September 30, 2016 and December 31, 2015)	3,328.3	3,324.0
Paid-in Capital	6,330.0	6,296.5
Retained Earnings	7,809.4	8,398.3
Accumulated Other Comprehensive Income (Loss)	(145.8)	(127.1)
TOTAL AEP COMMON SHAREHOLDERS' EQUITY	17,321.9	17,891.7
Noncontrolling Interests	21.1	13.2
TOTAL EQUITY	17,343.0	17,904.9
TOTAL LIABILITIES AND EQUITY	\$ 61,442.0	\$ 61,683.1

### AMERICAN ELECTRIC POWER COMPANY, INC. AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Nine Months Ended September 30, 2016 and 2015 (in millions) (Unaudited)

	Nine Months Ended September 30 2016 2015				
OPERATING ACTIVITIES	_	242.0		1.501.6	
Net Income Income (Loss) from Discontinued Operations	\$	242.8 (2.5)	\$	1,581.6 18.2	
Income from Continuing Operations		245.3		1,563.4	
Adjustments to Reconcile Income from Continuing Operations to Net Cash Flows from Continuing Operating Activities:		210.5		1,505.1	
Depreciation and Amortization		1,550.2		1,528.0	
Deferred Income Taxes		(47.0)		528.6	
Asset Impairments and Other Related Charges		2,264.9		_	
Carrying Costs Income		(11.9)		(18.4)	
Allowance for Equity Funds Used During Construction		(86.1)		(96.4)	
Mark-to-Market of Risk Management Contracts		56.6		17.7	
Amortization of Nuclear Fuel		109.7		101.6	
Pension Contributions to Qualified Plan Trust Property Taxes		(84.8) 288.3		(91.8) 247.1	
Deferred Fuel Over/Under-Recovery, Net		(28.5)		93.3	
Deferral of Ohio Capacity Costs, Net		108.8		35.0	
Change in Other Noncurrent Assets		(231.5)		(114.3)	
Change in Other Noncurrent Liabilities		41.3		8.9	
Changes in Certain Components of Continuing Working Capital:					
Accounts Receivable, Net		(240.8)		(17.5)	
Fuel, Materials and Supplies		11.6		193.8	
Accounts Payable		47.8		(13.3)	
Accrued Taxes, Net		(393.0)		(68.3)	
Other Current Assets		31.5		10.5	
Other Current Liabilities		(211.4)		2.8	
Net Cash Flows from Continuing Operating Activities		3,421.0		3,910.7	
INVESTING ACTIVITIES					
Construction Expenditures		(3,387.0)		(3,282.7)	
Change in Other Temporary Investments, Net		109.2		80.8	
Purchases of Investment Securities		(2,454.5)		(1,489.4)	
Sales of Investment Securities		2,427.0		1,437.3	
Acquisitions of Nuclear Fuel		(127.6)		(53.3)	
Other Investing Activities		(3,428.7)		58.9	
Net Cash Flows Used for Continuing Investing Activities		(3,426.7)		(3,248.4)	
FINANCING ACTIVITIES  Issuance of Common Stock	_	24.2		(7.0	
		34.2		67.9 2,931.1	
Issuance of Long-term Debt Change in Chart term Debt Not		1,559.6 678.3		(564.0)	
Change in Short-term Debt, Net Retirement of Long-term Debt		(1,307.6)		(2,131.4)	
Make Whole Premium on Extinguishment of Long-term Debt		(1,507.0)		(92.7)	
Principal Payments for Capital Lease Obligations		(81.9)		(73.9)	
Dividends Paid on Common Stock		(829.8)		(783.4)	
Other Financing Activities		(6.8)		(0.9)	
Net Cash Flows from (Used for) Continuing Financing Activities		46.0		(647.3)	
Net Cash Flows from (Used for) Discontinued Operating Activities Net Cash Flows from Discontinued Investing Activities		(2.5)		10.1 2.5	
Net Cash Flows Used for Discontinued Financing Activities				(12.3)	
Net Increase in Cash and Cash Equivalents		35.8		15.3	
Cash and Cash Equivalents at Beginning of Period		176.4		162.5	
Cash and Cash Equivalents at End of Period	\$	212.2	\$	177.8	
SUPPLEMENTARY INFORMATION					
Cash Paid for Interest, Net of Capitalized Amounts	<b>-</b> \$	637.0	\$	639.1	
Net Cash Paid for Income Taxes		32.2		115.6	
Noncash Acquisitions Under Capital Leases		65.8		96.9	
Construction Expenditures Included in Current Liabilities as of September 30,		604.8		579.4	
Construction Expenditures Included in Noncurrent Liabilities as of September 30,		_		66.3	
Acquisition of Nuclear Fuel Included in Current Liabilities as of September 30,		0.3		31.1	