FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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The pursuant to be ability of the becantales Exchange 7 for of 1904
or Costion 20(b) of the Investment Company, Act of 1040

1. Name and Address of Reporting Person.' RUSSO THOMAS A       2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP, INC [ AIG ]       5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Diffector         AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET       3. Date of Earliest Transaction (Momt/Day/Year) 04/30/2014       5. Relationship of Reporting Person(s) to Issuer (Check all applicable) below)       EVP & General Counsel         NEW YORK (City)       NY       10038       4. If Ammutment, Date of Original File       6. Individual or Joint/Group Filing (Check Applicable Line) Yerror filed by One Reporting Person Form filed by One Repor				0	JI Seci	ion 30(n) of the Inv	/esumer	it Con	party Act of 192	+0					
AMERICAN INTERNATIONAL GROUP, INC.       3. Date of Earliest Transaction (Month/Day/Year)       FVP & General Counsel         175 WATER STREET       04/30/2014       6. Individual or Joint/Group Filing (Check Applicable Line)         (Street)       NEW YORK NY       10038       4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Applicable Line)         NEW YORK NY       10038       Form filed by One Reporting Person         (City)       (State)       (Zip)       Form filed by More than One Reporting Person         Form filed I - Non-Derivative Securities Acquired, Applicable Line)         2. Transaction       2. Transaction       3. Transaction       3. Tarsaction       6. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned Following Reported Transaction (0) (Instr. 4)       6. Ownership Form.       6. Ownership Form.       6. Ownership Following Reported Transaction (0) (Instr. 4)       7. Nature of Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned Following Reported Transaction (0) (Instr. 4)       6. Ownership Form.       6. Ownership Form.       6. Ownership Following Reported Transaction (0) (Instr. 4)       6. Ownership Form.       6. Ownership Form.       6. Ownership Following Reported Transaction (0) (Instr. 4)       7. Nature of Disposed of (D) (Instr. 4)       6. Ownership Following Reported Transaction (0) (Instr. 4)       6. Ownership Following Reported Transaction (0) (Ins	RUSSO THOMAS A					ICAN INTE				(Check	x all applicable) Director 10 Officer (give title O		% Owner her (specify		
NEW YORK       NY       10038         (City)       (State)       (Zip)         Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       Statistics       Statistics         1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3. Transaction Code (Instr. 3)       4. Securities Acquired (A) or Securities Code (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned Following Reported Transaction (I) (Instr. 4)       6. Ownership Form: Direct Beneficial Ownership (Instr. 4)       7. Nature of Indirect Beneficial Ownership (Instr. 4)	AMERICAN INT	TERNATIONAL C									EVP & Ge	neral Counsel			
I. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       3. Transaction Date (Month/Day/Year)       4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned       6. Ownership (D) or Indirect (I) (Instr. 4)       7. Nature of Indirect (I) (Instr. 4)	1 ' '	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)							X Form filed by One Reporting Person					
1. Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2. Transaction Date (Month/Day/Year)       3. Transaction Date, if any (Month/Day/Year)       3. Transaction Code (Instr. 3)       4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned Following Reported Transaction (I) (Instr. 4)       6. Ownership (D) or Indirect Beneficially Owned Transaction (I) (Instr. 4)       7. Nature of Disposed Of (D) (Instr. 3, 4 and 5)       5. Amount of Disposed Of (D) (Instr. 3, 4 and 5)       6. Ownership (D) or Indirect (I) (Instr. 4)       7. Nature of Disposed Of (D) (Instr. 3, 4 and 5)       8.       6. Ownership (Instr. 4)       7. Nature of Disposed Of (D) (Instr. 3, 4 and 5)       6. Ownership (Instr. 4)       8.	(City)	(State)	(Zip)												
Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction (Month/Day/Year)       Disposed Of (D) (Instr. 3, 4 and 5)       Securities Beneficially Owned Following Reported Transaction(S) (Instr. 4)       Form: Direct (D) or Indirect Beneficially Ownership (Instr. 4)       Indirect Beneficial (I) (Instr. 4)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned													
Code V Amount (A) or Brice (Instr. 3 and 4)	Date			Date	/Day/Year) if any Code (Instr. )					Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	Indirect Beneficial Ownership			
							Code	v	Amount		Price				

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

(															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		
Restricted Stock Unit	\$34.03 <sup>(1)</sup>	04/30/2014		М			2,191.5059 <sup>(2)</sup>	(3)	(3)	Common Stock	2,191.5059	(4)	0.0000	D	
Restricted Stock Unit	\$31.15 <sup>(1)</sup>	04/30/2014		М			2,393.9804 <sup>(5)</sup>	(3)	(3)	Common Stock	2,393.9804	(4)	0.0000	D	

Explanation of Responses:

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. Represents the payment in cash of \$116,434.71, before applicable taxes, in settlement of stock salary based on AIG's share price on April 30, 2014.

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

5. Represents the payment in cash of \$127,192.18, before applicable taxes, in settlement of stock salary based on AIG's share price on April 30, 2014.

<u>/s/ Patricia M. Carroll, by POA</u> for Thomas A. Russo

05/02/2014

\*\* Signature of Reporting Person

Date

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

 $\ast$  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.

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