

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

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* <u>LEWIS ROBERT EDWARD</u> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE ST. (Street) NEW YORK NY 10270 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 12/24/2009	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. 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	12/28/2009		A		3,003 ⁽¹⁾	A	\$31.5	5,132	D	
Common Stock	12/28/2009		A		1,386 ⁽²⁾	A	\$31.5	6,518	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Restricted Stock Unit	\$30.12	12/24/2009		A		37,527 ⁽³⁾		(3)	(3)	Common Stock	37,527	\$0 ⁽³⁾	37,527	D	
Restricted Stock Unit	\$30.12	12/24/2009		A		9,670 ⁽⁴⁾		(4)	(4)	Common Stock	9,670	\$0 ⁽⁴⁾	47,197	D	
Restricted Stock Unit	\$31.5	12/28/2009		A		9,523 ⁽⁵⁾		(5)	(5)	Common Stock	9,523	\$0 ⁽⁵⁾	9,523	D	

Explanation of Responses:

- These shares are restricted from transfer until March 15, 2011 pursuant to the Restricted Stock Award Agreement with the Company dated December 28, 2009. This award reflects 6,190 shares less 3,187 shares withheld for taxes.
- These shares are restricted from transfer until December 28, 2012 pursuant to the Restricted Stock Award Agreement with the Company dated December 28, 2009. This award reflects 2,857 shares less 1,471 shares withheld for taxes.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the third anniversary of the deemed grant date, and will be paid on the next payroll date after the amount is determined. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2009, with the appropriate part deemed granted on each of the regular 2009 payroll dates. This award reflects 38,512 shares less the 985 shares withheld for taxes.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, and will be paid on the next payroll date after the amount is determined. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2009, with the appropriate part deemed granted on each of the regular 2009 payroll dates. This award reflects 9,960 shares less the 290 shares withheld for taxes.
- This award represents RSUs that will vest on the second anniversary of grant. Thereafter, the RSUs will be payable in cash based on AIG's share price on the first date ON OR AFTER THE THIRD ANNIVERSARY OF THE GRANT DATE that: (i) with respect to 25% of the RSUs, AIG has repaid at least 25% of the aggregate financial assistance received under the Troubled Asset Relief Program (the "TARP Assistance"), (ii) with respect to an additional 25% of the RSUs, AIG has repaid at least 50% of the TARP Assistance, (iii) with respect to an additional 25% of the RSUs, AIG has repaid at least 75% of the TARP Assistance, and (iv) with respect to the remainder of the RSUs, AIG has repaid 100% of the TARP Assistance. In each case, the RSUs will be paid promptly after the amount is determined.

Remarks:

/s/ Kathleen E. Shannon, by
POA for Robert E. Lewis 12/29/2009

** 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.

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