FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ITTES AND EXCHANGE COMMISSION

OMB APPROVAL										
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	Section 16. Form 4 or Form 5	
_	obligations may continue. See	
	Instruction 1(b).	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* DOOLEY WILLIAM N					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET					3. Date of Earliest Transaction (Month/Day/Year) 09/30/2010							_ X	X Officer (give title Other (specify below) SENIOR VICE PRESIDENT					
(Street) NEW YORK NY 10270					4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indivi	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(Si	tate)	(Zip)											•				
			Table I - Non	-Deriv	ative	Securitie	s Acqu	ired,	Disp	osed of, o	r Benefi	cially Ow	ned					
Date				Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8) 4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4)			4 and 5)	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)	
			Table II - [sed of, or nvertible			ed	,			•	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	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 o Securities Underlying Derivative Security (Instr. 3 and 4)			9. Number of derivative Securities Beneficially Owned		10. Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
	Security			Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares		Followin Reporte Transac (Instr. 4)	ed ction(s)	(I) (Instr. 4)	4)	
Long-Term Performance Units	\$39.1 ⁽¹⁾	09/30/2010		Α		840.5098 ⁽²⁾		(2)	(3)	Common Stock	840.5098	(4)	840.5	5098	D		
Restricted Stock Unit	\$30.12 ⁽¹⁾	10/01/2010		М			842.22 ⁽⁵⁾	(3)	(3)	Common Stock	842.22	(4)	70,39	04.23	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. This award represents the portion of a grant of fully vested LPTUs that is based on the value of common stock, net of the value of 22.6615 shares withheld for taxes. The LTPUs are based on a mix of common stock and AIG's 8.175% Series A-6 Junior Subordinated Debentures (the "Hybrid Securities"), and represent 20 percent common stock and 80 percent Hybrid Securities, by value, on the date of grant. One third of the award will be payable in cash based on the values of the underlying securities on the first anniversary of the grant date, one third based on the values on the second anniversary and one third based on the values on the third anniversary. The Reporting Person disclaims that the reported portion of the LTPUs is a "derivative security" required to be reported under Section 16 of the Securities Exchange Act of 1934.
- 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 payout of \$32,728.85, net of applicable taxes, in stock salary payable in cash based on AIG's share price on the first anniversary of the deemed grant date, to be paid on the next payroll date.

KATHLEEN E. SHANNON, 10/04/2010 POA FOR WILLIAM N. **DOOLEY**

** Signature of Reporting Person

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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