

UNITED STATES
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

Date of Report (Date of earliest event reported): April 1, 2010

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

1-8787

(Commission File Number)

13-2592361

(IRS Employer
Identification No.)

70 Pine Street
New York, New York 10270

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 770-7000**

(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 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 — Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed in the Annual Report on Form 10-K for the year ended December 31, 2009 of American International Group, Inc. (AIG), the terms of each of the AIG Series E Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (AIG Series E Preferred Stock), and the AIG Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share (AIG Series F Preferred Stock), provide for the election of the greater of two additional directors or up to 20 percent of the total number of AIG directors (rounded up after giving effect to the election) upon a failure of AIG to make four quarterly dividend payments on the AIG Series E Preferred Stock and the AIG Series F Preferred Stock, whether or not consecutive. Because AIG has not paid any dividends on the AIG Series E Preferred Stock or the AIG Series F Preferred Stock (or the AIG Series D Fixed Rate Cumulative Perpetual Preferred Stock, par value \$5.00 per share, when it was outstanding, which is included in the calculation of unpaid dividends) the right of the holders of the AIG Series E Preferred Stock and AIG Series F Preferred Stock to elect directors arose no later than February 1, 2010. Effective April 1, 2010, the United States Department of the Treasury, as the sole holder of the AIG Series E Preferred Stock and AIG Series F Preferred Stock, exercised its right and elected Ronald A. Rittenmeyer and Donald H. Layton (the Preferred Directors) to the Board of Directors of AIG (the Board) by written consent. The Preferred Directors are to hold office until the next annual meeting (or special meeting called for the purpose of electing directors) or until all the dividends payable on all outstanding shares of the AIG Series E Preferred Stock and the AIG Series F Preferred Stock have been declared and paid in full for four consecutive quarters.

The written consent of the United States Department of the Treasury electing the Preferred Directors is attached as Exhibit 99.1 and is incorporated into this Item 5.02 by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Consent of the United States Department of the Treasury to the Appointment of Additional Directors of American International Group, Inc.

SIGNATURES

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 hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.
(Registrant)

Date: April 1, 2010

By: /s/ Kathleen E. Shannon
Name: Kathleen E. Shannon
Title: Senior Vice President and Secretary

[Department of the Treasury letterhead]

American International Group, Inc.
70 Pine Street
New York, New York 10270
Attention: Harvey Golub, Chairman of the Board of Directors

April 1, 2010

Dear Mr. Golub:

Attached please find our Consent to the Appointment of Additional Directors of American International Group, Inc.

Very truly yours,

UNITED STATES DEPARTMENT OF THE TREASURY

By: /s/ Herbert M. Allison, Jr.

Name: Herbert M. Allison, Jr.

Title: Assistant Secretary for Financial Stability

CONSENT OF THE UNITED STATES DEPARTMENT OF THE TREASURY
FOR THE APPOINTMENT OF ADDITIONAL DIRECTORS OF
AMERICAN INTERNATIONAL GROUP, INC.

APRIL 1, 2010

Reference is made to the American International Group, Inc. (“**AIG**”) Certificates of Designations, each dated as of April 17, 2009, for the Series E Fixed Rate Non-Cumulative Perpetual Preferred Stock and the Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock (together, the “**Preferred Stock**”). Capitalized terms used herein but not otherwise defined shall have the meaning given to them in the Certificates of Designations for the Preferred Stock.

As a result of AIG’s non-payment of dividends on its Preferred Stock, holders of the Preferred Stock currently have the right to elect new individuals to AIG’s Board of Directors as Preferred Directors. The undersigned, being the sole holder of all of the issued and outstanding shares of the Preferred Stock, hereby consents, pursuant to Section 7(b) of the Certificates of Designations for the Preferred Stock and Section 1.11 of AIG’s By-laws, to the appointment of the following individuals as Preferred Directors:

- Ronald A. Rittenmeyer
2205 Plantation Lane
Plano, TX 75093; and
- Donald H. Layton
135 East 57th St.
31st Floor
NY, NY 10022.

The term of these Preferred Directors will extend until the earlier of (i) AIG’s next annual meeting of shareholders (or special meeting called for that purpose), (ii) the removal of such directors as provided for in the Certificates of Designations for the Preferred Stock or (iii) dividends payable on the Preferred Stock have been declared and paid in full for four consecutive quarterly Dividend Periods. Each of the Preferred Directors has consented to serve as a director of AIG.

The action taken by this consent shall have the same force and effect as if taken at a meeting of shareholders of AIG, duly called and constituted pursuant to the General Corporation Law of the State of Delaware. The action taken by this consent shall have immediate effect on the date of this consent set forth above and the individuals identified above will begin to serve as Preferred Directors (as defined in the Certificates of Designations for the Preferred Stock) on such date.

UNITED STATES DEPARTMENT OF THE TREASURY

By: /s/ Herbert M. Allison, Jr. _____

Name: Herbert M. Allison, Jr.

Title: Assistant Secretary for Financial Stability

Acknowledged and Agreed to:

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Harvey Golub _____

Name: Harvey Golub

Title: Chairman of the Board