

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 16, 2005

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact Name of Registrant as Specified in 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

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

Section 1 - Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On November 16, 2005, the Board of Directors of American International Group, Inc. approved changes to the compensation package for non-employee directors that will take effect as of January 1, 2006. A summary of the non-employee director compensation is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 10.1 Summary of Director Compensation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: November 21, 2005

By /s/ KATHLEEN E. SHANNON

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

American International Group, Inc.  
Summary of Director Compensation

The following non-employee director compensation arrangements will take effect as of January 1, 2006:

1. Annual cash retainer for all non-employee directors of \$75,000, payable in four equal installments at the beginning of each quarter. No attendance fees will be paid for Board meetings, including executive sessions.
2. Additional cash retainer and meeting fees for non-employee members of standing committees as follows:
  - Annual retainer for the Chairman of the Audit Committee: \$25,000
  - Annual retainer for other committee Chairmen: \$15,000
  - Annual retainer for non-Chairmen committee members: \$5,000 per committee
  - Meeting fees: \$1,500 per meeting
3. Additional cash retainer for the Chairman of the Board of \$150,000, payable in four equal installments at the beginning of each quarter. As an ex officio member of all standing committees, the Chairman of the Board will not receive any committee annual retainers or meeting fees.
4. Equity grants of 1,000 AIG shares annually. Annual grants will be made in four equal installments at the beginning of each quarter, but receipt will be deferred until retirement from the Board pursuant to the AIG Director Stock Plan.
5. Option grants relating to 2,500 AIG shares annually. Annual grants will be made on the date of the Annual Meeting pursuant to the AIG Amended and Restated 1999 Stock Option Plan.