## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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0.5

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

## 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

1. Name and Address of Reporting Person* <u>Herzog David L</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [ AIG ]		tionship of Reporting Pers all applicable) Director Officer (give title below)	son(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE ST.		· · · ·	3. Date of Earliest Transaction (Month/Day/Year) 07/09/2010		Executive VP & CFO		
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) NEW YORK	NY	10270		X	Form filed by One Rep Form filed by More that Person	0	
(City)	(State)	(Zip)					
(City)	(State)		ative Securities Acquired Disposed of or Benefic		wned		

## 1. Title of Security (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 7. Nature of 2. Transaction 2A. Deemed 3. 5. Amount of 6. Ownership Indirect Beneficial Ownership Execution Date, if any Securities Beneficially Owned Following Form: Direct (D) or Indirect (I) (Instr. 4) Date Transaction (Month/Day/Year) Code (Instr. 8) (Month/Dav/Year) Reported Transaction(s) (Instr. 4) (A) or (D) Code v Amount Price (Instr. 3 and 4)

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

(e.g., puts, cails, warrants, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (		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	derivative Securities Beneficially Owned Following Reported	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		(Instr. 4)		
\$30.12 <sup>(1)</sup>	07/09/2010		м			1,284.09 <sup>(2)</sup>	(3)	(3)	Common Stock	1,284.09	\$0 <sup>(4)</sup>	82,823.64	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)       security     07/09/2010	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)       \$20,12^{(1)}\$     07/09/2010	Conversion or Exercise Price of Derivative Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) 8 (Month/Day/Year) 8 (Month/Day/Year) 6 Code	Conversion or Exercise Price of Derivative Security 07/09/2010 Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8) Code V	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Deri Security       0     Code (Instr. 8)     Security       0     Code (V       0     Code (V       0     07/09/2010	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •       •     •     •     •     •     •     •	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Derivative Securities North/Day/Year)     Expiration Date Month/Day/Year)       20     1000     2000 <t< td=""><td>Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities Derivative (Nonth/Day/Year)       Expiration Date (Month/Day/Year)         8       V       Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)         6       V       (A)       (D)       Date Exercisable       Expiration Date         520.12<sup>(1)</sup>       07/09/2010       M       1.284.09<sup>(2)</sup>       (3)       (3)</td><td>Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Security Underlyin Security (I (Instr. 3, 4 and 5)         Code       V       (A)       (D)       Date (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Security Security (I 4)         code       V       (A)       (D)       Date Expiration Date       Expiration Date       Transaction Security (I 4)         code       V       (A)       (D)       Date Exercisable       Expiration Date       Transaction Security (I 4)</td><td>Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)         Security       07/09/2010       V       (A)       (D)       Date Expiration Date (Month/Day/Year)       Of Securities Underlying Derivative Security (Instr. 3 and 5)         Security       07/09/2010       M       (A)       (D)       Date Exercisable       Expiration Date       Amount or Number of Shares</td><td>Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Instr. 5)         Security       07/09/2010       M       0       1284.00(2)       (3)       (3)       Common Date       Amount or Number of Shares       Security</td><td>Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Month/Day/Year)       Derivative Security (Instr. 5)       Derivative Security (Instr. 4)         \$20.12^{(1)}       07/09/2010       M       1.284.09(2)       (3)       (3)       Common (3)       1.284.09       \$20.12^{(1)}</td><td><math display="block"> \begin{array}{ c c c c c c c c c c c c c c c c c c c</math></td></t<>	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities Derivative (Nonth/Day/Year)       Expiration Date (Month/Day/Year)         8       V       Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)         6       V       (A)       (D)       Date Exercisable       Expiration Date         520.12 <sup>(1)</sup> 07/09/2010       M       1.284.09 <sup>(2)</sup> (3)       (3)	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Security Underlyin Security (I (Instr. 3, 4 and 5)         Code       V       (A)       (D)       Date (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Security Security (I 4)         code       V       (A)       (D)       Date Expiration Date       Expiration Date       Transaction Security (I 4)         code       V       (A)       (D)       Date Exercisable       Expiration Date       Transaction Security (I 4)	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)         Security       07/09/2010       V       (A)       (D)       Date Expiration Date (Month/Day/Year)       Of Securities Underlying Derivative Security (Instr. 3 and 5)         Security       07/09/2010       M       (A)       (D)       Date Exercisable       Expiration Date       Amount or Number of Shares	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Instr. 5)         Security       07/09/2010       M       0       1284.00(2)       (3)       (3)       Common Date       Amount or Number of Shares       Security	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Month/Day/Year)       Derivative Security (Instr. 5)       Derivative Security (Instr. 4)         \$20.12^{(1)}       07/09/2010       M       1.284.09(2)       (3)       (3)       Common (3)       1.284.09       \$20.12^{(1)}	$ 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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 \$46,098.75 net of applicable taxes, in settlement of stock salary based on AIG's share price on July 9, 2010. The settlement date for this award was accelerated by one year after certification to the Special Master for TARP Executive Compensation that AIG had completed a corporate transaction that resulted in a repayment to the Federal Reserve Bank of New York.

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

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

Remarks:

<u>/s/ Kathleen E. Shannon, by</u> POA for David L. Herzog

07/12/2010

Date

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.