

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Sankaran Sid</u>  (Last) (First) (Middle) <u>180 MAIDEN LANE</u>  (Street) <u>NEW YORK NY 10038</u>  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2011</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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	12/19/2011		A		16,396 <sup>(1)</sup>	A	\$22.36	16,396	D	
Common Stock	12/19/2011		A		10,930 <sup>(2)</sup>	A	\$22.36	27,326	D	
Common Stock	12/19/2011		A		10,930 <sup>(3)</sup>	A	\$22.36	38,256	D	
Common Stock	12/19/2011		A		8,903 <sup>(4)</sup>	A	\$22.36	47,159	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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares are restricted from transfer until March 15, 2013 pursuant to the Restricted Stock Award Agreement with the Company dated December 19, 2011. This award reflects 33,105 shares less 16,709 shares withheld for taxes. This amendment is to correct the errors in calculation of the net amount previously reported.
- These shares are restricted from transfer until December 19, 2013 pursuant to the Restricted Stock Award Agreement with the Company dated December 19, 2011. This award reflects 22,070 shares less 11,140 shares withheld for taxes. This amendment is to correct the errors in calculation of the net amount previously reported.
- These shares are restricted from transfer until December 19, 2014 pursuant to the Restricted Stock Award Agreement with the Company dated December 19, 2011. This award reflects 22,070 shares less 11,140 shares withheld for taxes. This amendment is to correct the errors in calculation of the net amount previously reported.
- These shares are restricted from transfer until March 22, 2014 pursuant to the Restricted Stock Award Agreement with the Company dated December 19, 2011. This award reflects 17,976 shares less 9,073 shares withheld for taxes. These shares represent fully vested restricted stock to replace the RSU awards granted in 2011. This amendment is to correct the errors in calculation of the net amount previously reported.

/s/ Kathleen E. Shannon, by 12/21/2011  
POA for Sid Sankaran

\*\* 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.

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.