FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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## 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

				_		( )				прапу Аст									
Name and Address of Reporting Person*     Sankaran Sid					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]									Check	all app	oplicable) ector		10% C	wner
(Last) (First) (Middle) 180 MAIDEN LANE					3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011											v) ``	ce Pre	below)	
					12/21/2011   Line)   X   Form filed by One Report									rting Pers	on				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Ex r) if a	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.						l and 5) Secu Bene Owne		ecurities F eneficially ( wned Following (		Direct Indirect	7. Nature of Indirect Beneficial Ownership
								Code	v	Amount		(A) or (D)	Price	•	Transa	Transaction(s)			(Instr. 4)
Common Stock				12/19/2011				A		16,396 <sup>0</sup>	(1)	A	\$22.36		1	16,396		D	
Common Stock				12/19/2011				A		10,930	(2)	A	\$22.36		27,326			D	
Common Stock				12/19/2011				A		10,930	(3)	A	\$22.36		38,256			D	
Common Stock				12/19/2011				A		8,903(4)		A	\$22	2.36	47,159			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
y or Exercise (Month/Day/Year) if any		n Date, ay/Year)	Transa Code ( 8)	Instr.	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration (Month/III	ee ear)	Amour or Numbe		ount	Derivati Security (Instr. 5)				wnership orm: rect (D) Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	(FIDEN LANDEN LA	(First) (DEN LANE  DRK NY  (State) (Table Security (Instr. 3)  Stock  Stock  Stock  Stock  Stock  Stock  Stock  Table Security (Instr. 3)	(First) (Middle)  IDEN LANE  DRK NY 10038  (State) (Zip)  Table I - No  Security (Instr. 3)  Stock  Stock  Stock  Stock  Table II -  Conversion or Exercise Price of Derivative (Month/Day/Year)  Table II -	(First) (Middle)  IDEN LANE  DRK NY 10038  (State) (Zip)  Table I - Non-Derive (Month/Derive)  Security (Instr. 3) 2. Transa Date (Month/Derive)  Stock 12/19  Stock 12/19  Stock 12/19  Table II - Derivate (e.g., ptoperivate (e.g., ptoperivate)  Conversion or Exercise Price of Derivative (Month/Day/Year)  Price of Derivative (Month/Day/Year)	An Sid	AMERINC [ ]  (First) (Middle) 3. Date of 12/19/20  Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) if if Month/Day/Year) 2. Table II - Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) if if Month/Day/Year) 3. Transaction Date (e.g., puts, calls, puts, calls, puts, calls, price of Derivative Security (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8)	AMERICA INC [AIG]  3. Date of Earlie 12/19/2011  4. If Amendment 12/21/2011  Table I - Non-Derivative Securities Security (Instr. 3)  Stock  12/19/2011  Stock  12/19/2011  Stock  12/19/2011  Table II - Derivative Securities (e.g., puts, calls, warroor or Exercise Price of Perivative Security  Conversion or Exercise Price of Price of Price of Perivative Security  3. Date of Earlie 12/19/2011  4. If Amendment 12/21/2011  2A. Deen Execution Date (Month/Day/Year) if any (Month/Day/Year)  Execution Date (e.g., puts, calls, warrow)  (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year)  (Month/Day/Year)  Security  Security	AMERICAN IN INC [ AIG ]  (First) (Middle) 3. Date of Earliest Trans 12/19/2011  4. If Amendment, Date of 12/21/2011  Table I - Non-Derivative Securities Act Execution Date (Month/Day/Year)  Stock 12/19/2011  Stock 12/19/2011  Stock 12/19/2011  Table II - Derivative Securities Acquege, puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acquege, puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  2. Table II - Derivative Securities Acquege (e.g., puts, calls, warrants, (Month/Day/Year)  3. Transaction Date (if any (Month/Day/Year) 5. Number of October (Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	AMERICAN INTERN INC [ AIG ]  3. Date of Earliest Transaction (not 12/19/2011  4. If Amendment, Date of Origina 12/21/2011  Table I - Non-Derivative Securities Acquired Execution Date (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Stock  12/19/2011  A  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  2. Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  3. Transaction Code (instr. 8)  12/19/2011  A  Table II - Derivative Securities Acquired, Date (e.g., puts, calls, warrants, option or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	AMERICAN INTERNATION [AIGH PRINT   AIGH PRIN	AMERICAN INTERNATIONAL INC [ AIG ]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) 12/21/2011  Table I - Non-Derivative Securities Acquired, Disposed of Userution Date, If any (Month/Day/Year) (Month/Day/Yea	AMERICAN INTERNATIONAL GF   INC   AIG	AMERICAN INTERNATIONAL GROUP   INC [ AIG ]	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) 12/21/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) 12/21/2011  5. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, If any (Month/Day/Year) 12/19/2011  5. Stock 12/19/2011  5. Stock 12/19/2011  6. A Deemed Execution Date, If any (Month/Day/Year) 23/2012  6. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 at 10,930(a) A \$22/2012  6. Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  7. Transaction (Month/Day/Year) 23/2012  8. Stock 12/19/2011  7. Transaction Execution Date, If any (Month/Day/Year) 24/2012  8. Stock 12/19/2011  8. Stock 12/19/2011  8. Stock 12/19/2011  9. Stock 12/19/2011  10. Date Execution Date, If any (Month/Day/Year) 25/2012  11. Transaction Code (Instr. (Nonth/Day/Year) 25/2012  12. Conversion of Exercise Price of Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible Securities)  12. Transaction Date (Month/Day/Year) 25/2012  13. Transaction Date (e.g., puts, calls, warrants, options, convertible Securities)  14. Transaction Code (Instr. (Nonth/Day/Year) 25/2012  15. Number Operivative Security (Instr. 3 and 4)  16. Date Exercisable and Expiration Date (Month/Day/Year) 25/2012  17. Title Amount of Security (Instr. 3 and 4)  18. Number Operivative Security (Instr. 3 and 4)  18. A mount of Security (Instr. 3 and 4)  18. A mount of Security (Instr. 3 and 4)  18. A mount of Security (Instr. 3 and 4)	AMERICAN INTERNATIONAL GROUP   INC   AIG	AMERICAN INTERNATIONAL GROUP INC [AIG ]  3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  2. Transaction Date (Month/Day/Year)	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  3. Date of Earliest Transaction (Month/Day/Year) 12/19/2011  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Stock  12/19/2011  A 16,396(1)  A \$22.36  12/19/2011  A 10,930(2)  A \$22.36  3. Transaction (Signat Filed (Month/Day/Year)   4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Stock  12/19/2011  A 10,930(2)  A \$22.36  3. Transaction (Signat Filed (Month/Day/Year)   5. Amount of Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  A 10,930(2)  A \$22.36  3. Transaction (Instr. 4)  A 10,930(3)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(3)  A \$22.36  3. Transaction (Instr. 4)  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  12/19/2011  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Instr. 3)  A Stock  A Table II - Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) (Instr. 4)  A 10,930(4)  A \$22.36  4. Transaction of Code (Instr. (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Ye	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  (First) (Middle)  IDEN LANE  IDEN L	AMERICAN INTERNATIONAL GROUP INC [AIG]  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year)  (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Disposed Of (Dispose

## **Explanation of Responses:**

- 1. 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.
- 2. 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.
- 3. 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.
- 4. 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 POA for Sid Sankaran

12/21/2011

\*\* 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.