

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>Mouri Naohiro</u> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET (Street) NEW YORK NY 10038 (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 X Officer (give title below) Other (specify below) <u>Executive Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018 | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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 | | | |

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| 2015 Performance Share Units | (1) | 09/28/2018 | | A | | 1 ⁽¹⁾ | | (1) | (1) | Common Stock | 1 | (1) | 290 | D | |
| 2015 Restricted Stock Units | (2) | 09/28/2018 | | A | | 2 ⁽²⁾ | | (2) | (2) | Common Stock | 2 | (2) | 282 | D | |
| 2015 Supplemental Restricted Stock Units | (3) | 09/28/2018 | | A | | 3 ⁽³⁾ | | (3) | (3) | Common Stock | 3 | (3) | 554 | D | |
| 2016 Restricted Stock Units | (4) | 09/28/2018 | | A | | 9 ⁽⁴⁾ | | (4) | (4) | Common Stock | 9 | (4) | 1,398 | D | |
| 2017 Restricted Stock Units | (5) | 09/28/2018 | | A | | 9 ⁽⁵⁾ | | (5) | (5) | Common Stock | 9 | (5) | 1,557 | D | |
| 2018 Restricted Stock Units | (6) | 09/28/2018 | | A | | 17 ⁽⁶⁾ | | (6) | (6) | Common Stock | 17 | (6) | 2,970 | D | |

Explanation of Responses:

- These securities are dividend equivalent rights in the form of 2015 Performance Share Units with respect to 2015 Performance Share Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan and earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units vest one-third in January of each of 2018, 2019 and 2020 and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2015 Restricted Stock Units with respect to 2015 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2015 Restricted Stock Units vest one-third in January of each of 2018, 2019 and 2020, each subject to the reporting person's continued employment through the applicable vesting dates, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2015 Supplemental Restricted Stock Units with respect to 2015 Supplemental Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2015 Supplemental Restricted Stock Units vest two-thirds in January 2019 and one-third in January 2020, each subject to the reporting person's continued employment through the applicable vesting dates, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2016 Restricted Stock Units with respect to 2016 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2016 Restricted Stock Units vest one-third in January of each of 2019, 2020 and 2021, each subject to the reporting person's continued employment through the applicable vesting dates, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2017 Restricted Stock Units with respect to 2017 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2017 Restricted Stock Units vest in January 2020, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2018 Restricted Stock Units with respect to 2018 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2018 Restricted Stock Units vest in January 2021, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.

/s/ James J. Killerlone III, by 10/01/2018
POA for Naohiro Mouri

** 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.