

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 1-8787

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2592361

(I.R.S. Employer
Identification No.)

70 Pine Street, New York, New York

(Address of principal executive offices)

10270

(Zip Code)

Registrant's telephone number, including area code (212) 770-7000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, Par Value \$2.50 Per Share	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	New York Stock Exchange
6.45% Series A-4 Junior Subordinated Debentures	New York Stock Exchange
7.70% Series A-5 Junior Subordinated Debentures	New York Stock Exchange
Corporate Units (composed of stock purchase contracts and junior subordinated debentures)	New York Stock Exchange
NIKKEI 225® Index Market Index Target-Term Securities® due January 5, 2011	NYSE Arca

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant computed by reference to the price at which the common equity was last sold of \$26.46 as of June 30, 2008 (the last business day of the registrant's most recently completed second fiscal quarter), was approximately \$61,753,000,000.

As of January 30, 2009, there were outstanding 2,690,747,320 shares of Common Stock, \$2.50 par value per share, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

EXPLANATORY NOTE

This amendment to the Annual Report on Form 10-K for the year ended December 31, 2008 (Amendment No. 1) is being filed solely for the purpose of amending the Exhibit List under Item 15(b) of Part IV of the Annual Report on Form 10-K for the year ended December 31, 2008 of American International Group, Inc. (AIG) (2008 Annual Report on Form 10-K). All other Items of the 2008 Annual Report on Form 10-K are unaffected by the change described above and have been omitted from this amendment.

The Exhibit Index listed under Part IV, Item 15(b) of AIG's 2008 Annual Report on Form 10-K is hereby amended such that the Shortfall Agreement, dated as of November 25, 2008, as amended as of December 18, 2008, between Maiden Lane III LLC and AIG Financial Products Corp. is incorporated by reference as follows:

Exhibit Number	Description	Location
(87)(a)	Amendment No. 1 to the Shortfall Agreement, dated as of November 25, 2008, between Maiden Lane III LLC and AIG Financial Products Corp.	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on December 24, 2008 (File No. 1-8787).
(87)(b)	Shortfall Agreement, dated as of November 25, 2008, as amended as of December 18, 2008, between Maiden Lane III LLC and AIG Financial Products Corp. (Portions of the exhibit have been omitted pursuant to a request for confidential treatment.)	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K/A (Amendment No. 1) filed with the SEC on January 14, 2009 (File No. 1-8787).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, on the 13th of March, 2009.

AMERICAN INTERNATIONAL GROUP, INC.

By /s/ EDWARD M. LIDDY
(Edward M. Liddy, Chairman and
Chief Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K/A has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the 13th of March, 2009.

Signature	Title
<u>/s/ EDWARD M. LIDDY</u> (Edward M. Liddy)	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ DAVID L. HERZOG</u> (David L. Herzog)	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ JOSEPH D. COOK</u> (Joseph D. Cook)	Vice President and Controller (Principal Accounting Officer)
<u>*</u> (Stephen F. Bollenbach)	Director
<u>*</u> (Dennis D. Dammerman)	Director
<u>*</u> (Martin S. Feldstein)	Director
<u>*</u> (George L. Miles, Jr.)	Director
<u>*</u> (Suzanne Nora Johnson)	Director
<u>*</u> (Morris W. Offit)	Director

Signature

*

(James F. Orr III)

*

(Virginia M. Rometty)

*

(Michael H. Sutton)

*

(Edmund S.W. Tse)

Title
Director

Director

Director

Director

By: * /s/ EDWARD M. LIDDY
Attorney-in-fact