

<b>OMB APPROVAL</b>	
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**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

1. Name and Address of Reporting Person* <u>Machon Monika M</u>  (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC., 70 PINE ST.  (Street) NEW YORK NY 10270  (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) Senior Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 03/29/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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			

**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	Amount or Number of Shares				
Restricted Stock Unit	(1)	03/29/2010		A		10,039.71 <sup>(2)</sup>		(2)	(1)	Common Stock	10,039.71	\$34.45	16,138.19	D	
Restricted Stock Unit	(1)	03/29/2010		A		8,127 <sup>(3)</sup>		(3)	(1)	Common Stock	8,127	\$34.45	24,265.19	D	

**Explanation of Responses:**

- These securities do not carry a conversion price or expiration date.
- These shares were granted on March 29, 2010 under the American International Group, Inc. 2007 Stock Incentive Plan. This award represents RSUs that vest at grant and are deliverable in cash on the third anniversary of the grant date. This award reflects 10,246.73 shares less 207.02 shares withheld for taxes.
- This award represents RSUs that will vest on the second anniversary of grant. Thereafter, the RSUs will be payable in cash based on AIG's share price on the first date ON OR AFTER THE THIRD ANNIVERSARY OF THE GRANT DATE that: (i) with respect to 25% of the RSUs, AIG has repaid at least 25% of the aggregate financial assistance received under the Troubled Asset Relief Program (the "TARP Assistance"), (ii) with respect to an additional 25% of the RSUs, AIG has repaid at least 50% of the TARP Assistance, (iii) with respect to an additional 25% of the RSUs, AIG has repaid at least 75% of the TARP Assistance, and (iv) with respect to the remainder of the RSUs, AIG has repaid 100% of the TARP Assistance. In each case, the RSUs will be paid promptly after the amount is determined.

**Remarks:**

/s/ Kathleen E. Shannon, by  
POA for Monika M. Machon

03/31/2010

\*\* 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.