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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 14, 2010

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**AMERICAN INTERNATIONAL GROUP, INC.**

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(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction  
of incorporation)

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**1-8787**

(Commission File Number)

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**13-2592361**

(IRS Employer  
Identification No.)

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**70 Pine Street  
New York, New York 10270**

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(Address of principal executive offices)

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

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 — Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On July 14, 2010, Mr. Harvey Golub resigned from the Board of Directors of American International Group, Inc. (“AIG”). Mr. Robert S. Miller has succeeded Mr. Golub as Chairman of the Board of Directors.

Mr. Golub’s letter of resignation is attached as Exhibit 99.1 to this Form 8-K and incorporated by reference into this Item 5.02.

**Section 9 — Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1      Letter of resignation, dated July 14, 2010, from Mr. Harvey Golub to Mr. George Miles, as Chairman of AIG’s Nominating and Corporate Governance Committee

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**  
(Registrant)

Date: July 15, 2010

By: /s/ Kathleen E. Shannon  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Secretary

**EXHIBIT INDEX**

<u>Exhibit No</u>	<u>Description</u>
Exhibit 99.1	Letter of resignation, dated July 14, 2010, from Mr. Harvey Golub to Mr. George Miles, as Chairman of AIG's Nominating and Corporate Governance Committee

American International Group, Inc.  
70 Pine Street  
New York, N.Y. 10270

Harvey Golub  
Non-Executive Chairman of the Board



Tel: 201-836-1490  
Fax: 201-836-3932  
HGOLUB@AIG.COM

Via Hand Delivery

July 14, 2010

Mr. George Miles  
WQED Multimedia  
President and CEO  
4802 Fifth Ave.  
Pittsburgh, PA 15213

Dear George:

I am writing to you as Chairman of AIG's Governance Committee to announce my resignation as Chairman of the Board and as a Director of AIG.

Bob Benmosche has informed the Board that he believes our working relationship as Chairman and CEO to be ineffective and unsustainable. At this point, I view asking the Board to choose between us would be an abdication of my responsibility to lead. Consequently, I'm resigning for the simple reason I believe it is easier to replace a chairman than a CEO — particularly a company in the midst of two major activities: (1) a major corporate restructuring, and (2) development of an exit plan from government control, both of which involve executing a long list of difficult tasks.

I appreciate the support I've received from my fellow Directors and their desire to have me remain as Chairman. I'm proud of all of you and the work we have accomplished in moving AIG from a company being dissolved to one on the cusp of having an implementable strategy to pay back the government and stand on its own as a viable and independent insurance company.

I wish all of you the best of luck. It has been my privilege to work with you.

Very truly yours,

A handwritten signature in black ink that reads "Harvey". The signature is fluid and cursive, with a long horizontal stroke at the end.

Harvey Golub