

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Schimek Robert S.</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 _____ Officer (give title below) _____ Other (specify below) _____ Executive Vice President
	3. Date of Earliest Transaction (Month/Day/Year) 03/24/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	03/24/2016		M		20,740 ⁽¹⁾	A	\$0.0000	83,097	D	

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
2013 Performance Share Units	(2)	03/24/2016		A		62,222 ⁽³⁾		(3)	(3)	Common Stock	62,222	\$0.0000	62,222	D	
2013 Performance Share Units	(2)	03/24/2016		M		20,740 ⁽¹⁾		(1)	(1)	Common Stock	20,740	\$0.0000	41,482	D	

Explanation of Responses:

- Represents AIG Common Stock underlying one-third of the 2013 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in March 2016 based on pre-established performance goals for the three-year performance period ended December 31, 2015. The earned 2013 Performance Share Units vest one-third in January of each of 2016, 2017 and 2018 and are settled in shares of AIG Common Stock.
- The Performance Share Units convert to AIG Common Stock on a 1 to 1 basis.
- Represents the actual number of 2013 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in March 2016 based on pre-established performance goals for the three-year performance period ended December 31, 2015. The earned 2013 Performance Share Units vest one-third in January of each of 2016, 2017 and 2018 and are settled in shares of AIG Common Stock.

/s/ James J. Killerlani III, by
POA for Robert S. Schimek

03/28/2016

** 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.

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