\Box

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPRO	VAL
OMB Number:	3235-0287
Estimated average burden	

hours per response:

0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERS	HIP
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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

Sankaran Sid AMERICAN INTERNATIONAL GROUP INC [(Check all AIG] (Last) (First) (Middle) 180 MAIDEN LANE 3. Date of Earliest Transaction (Month/Day/Year) X (Street) 3. Date of Carliest Transaction (Month/Day/Year) 6. Individu X NEW YORK NY 10038 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individu X (City) (State) (Zip) Zable I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner 1. Title of Security (Instr. 3) 2. Transaction 2. Deemed 3. 4. Securities Acquired (A) or 5.	onship of Reportin	5 B L I																																																																																																		_																																		-			
(Last) (First) (Middle) 180 MAIDEN LANE 3. Date of Earliest Transaction (Month/Day/Year) (Street) 11/30/2012 NEW YORK NY (City) (State) (Zip) 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individu X Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 3.	Il applicable) Director Officer (give title below)	(Check a	(Check	(Check	(Check	(Check	(Checl	(Checl	(Checl	(Check	(Check	(Check	(Check	(Check	(Check	(Check	(Check	Check	Check	eck a	ck al	k all	all (ا (call [(all ((all	all	all	< al					k i	ck	ck	ck	ck	ck	ck	ck	ck	ck	ck	ck	ck	:k	k																													al	al	al	al	all	all	all	al	all	all	all	al																																																	
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(Month/Day/Year) if any Code (Instr. B (Month/Day/Year) 8) Fi	5. Amount of Securities Beneficially Owned Following Reported Fransaction(s) (Inst	id 5)	nd 5)	·	ıd 5)					nd 5)	d 5)	nd 5)		l 5)	d 5)	d 5)	d 5)	5))		S B F	Se Be Fo	Se Be Fo	Se Be Fo	Se Be Fo	Se Be Fo	Se Be Fo	S B F	S B F	S E F	S B F	E	E																				l	l								l	l	l	l	l						E	E	E	E	SEF	S B F	S B F	S B F	S B F	Se Be Fo	S B F	S E F	S E F	1	1		:	:	:		l																																													
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	b	/ Owne	y Own	Owne	y Own					y Own	v Own	y Own		Owne	/ Own	/ Own	v Own	Dwne)wne	ne	ned	ed	ed	ed	ed	ed	ed	ed	ed	ec	ed	ec	e	ne	ne	ne	ne	ne	ne	n	'n	n	n	ne	ne	ne	ne	ne	ne	ne	ne	ie	e	e	e	e	e	e	e	e	e	e	e	e	e	e	e	e	e	e	e	20	20	20	20	c	d	d	d	d	d	d	d	d	d	d	d	d	c	•0	20	20	e	9	9	9	e	e	e	e	•	ie	e	e	e	e	16	•	16	e	•	•	•	•	•	•	•	•	•	•	•	•	16	16	16	e	e	e	e	e	e	e	e	e	e	e	e
1. Title of Derivative Security 2. 3. Transaction Date 3A. Deemed Execution Date, (Month/Day/Year) 4. 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security	8. Price of 9. N Derivative Security Sec (Instr. 5) Ber Ow Foll Rep Trai	lerlying urity	derlying curity) nount or	erlying irity	derlying curity	derlying curity) nount or	nderlying ecurity 4) mount or	nderlying ecurity 4) Amount or	nderlying ecurity 4) mount or	derlying curity) nount or	erlying urity ount or	derlying curity	derlying curity) nount or	erlying irity	lerlying urity	lerlying urity	erlying urity ount or	lying ity int or	ying y nt or	or	r														r	ı r	r	r	y r	g or	g or	g or	r	ı r	r	ı r	r																																																																																										

Explanation of Responses:

\$33.13(1)

\$23.31⁽¹⁾

Restricted

Stock Uni

Restricted

Stock Uni

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 2,766.8780 shares less 65.6302 shares withheld for taxes.

1,423.9181⁽⁵⁾

(3)

(3)

3. These securities do not have an exercisable date or expiration date.

11/30/2012

11/30/2012

4. These securities do not carry a conversion or exercise price.

5. Represents the payment in cash of \$47,174.41, before applicable taxes, in settlement of stock salary based on AIG's share price on November 30, 2012.

A

Μ

/s/ Patricia M. Carroll, by POA for	12/04/2012
Sid Sankaran	12/04/2012
** Signature of Reporting Person	Date

2,701.2477

1,423.9181

(4)

(4)

2,701.2477

0.0000

D

D

Common

Stock

Common Stock

(3)

(3)

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.

2,701.2477⁽²⁾