Instruction 1(b).

FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										

hours per response:

0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	or Section 30(n) of the investment Company Act of 1940										
1. Name and Address of Reporting Person <sup>*</sup> Herzog David L	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [ AIG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Conference (give title Other (specify)									
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE	3. Date of Earliest Transaction (Month/Day/Year) 07/13/2012	Executive VP & CFO									
(Street) NEW YORK NY 10038 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person									
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

Code     V     Amount     (A) or (D)     Price     Reported Transaction(s) (Instr. 4)     (Instr. 4)	1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	n Date, Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	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	Transaction(s)		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(c.g., puts, cans, warrants, options, convertible securities)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (		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	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		(Instr. 4)		
\$31.44 <sup>(1)</sup>	07/13/2012		Α		6,114.75 <sup>(2)</sup>		(3)	(3)	Common Stock	6,114.75	(4)	6,114.75	D	
	Conversion or Exercise Price of Derivative Security Execution Date, (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code V Code V	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Derivative Securities Acquired (A Disposed o (Instr. 3, 4 a 5)       Very Security     Code     V     (A)	Conversion or Exercise Price of Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Derivative Securities       Normality     Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       Code     V     (A)	Conversion or Exercise Price of Derivative Security     Date (Month/Day/Year)     Execution Date, if any (Month/Day/Year)     Transaction Code (Instr. 8)     Derivative Social Derivative B)     Expiration Date Social Derivative Security       Price of Derivative Security     Image: Comparison of the security (Month/Day/Year)     Image: Compar	Conversion or Exercise Price of Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities (Month/Day/Year)       Expiration Date (Month/Day/Year)         V       Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       Expiration Date (Month/Day/Year)       Expiration Date (Month/Day/Year)	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. Nonth/Day/Year)       Derivative Security       Expiration Date (Month/Day/Year)       of Securit Underlyin Security (Instr. 3, 4 and 5)         V       (A)       (D)       Date (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Security Underlyin Security (Instr. 3, 4 and 5)         Sal 44 <sup>(1)</sup> 07/13/2012       A       6 114 75 <sup>(2)</sup> (3)       (3)       Common	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Securities Number of Disposed of (D) (Instr. 3, 4 and 5)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)         Security       07(13/2012)       A       6 114 75 <sup>(2)</sup> (3)       (3)       Common (3)       Common (3)       Common 6 114 75 <sup>(2)</sup>	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. berviative (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 5)       Derivative Security         Security       Image: Code (Instr. berviative (Month/Day/Year)       Transaction Code (Instr. berviative (Instr. 3, 4 and 5)       Derivative (Month/Day/Year)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 0)       Derivative Security (Instr. 3 and 0)       Derivative Security (Instr. 3)       Derivative Security (Instr. 4)         Sate       V       (A)       (D)       Date Exercisable       Expiration Date       Amount or Number of Shares         Sate       Sate       Sate       Sate       Sate       Sate       Sate       Sate	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Instr. 4)       Derivative Security (Instr. 4)       Derivative Security (Instr. 3)       Derivative Security (Instr. 4)         \$31.40^{(1)}       07/13/2012       A       6.114.75 <sup>(2)</sup> (3)       (3)       Common (G)       6.114.75       (4)       6.114.75	Conversion or Exercise Price of Derivative Security       Date (Month/Day/Year)       Execution Date, if any (Month/Day/Year)       Transaction Code (Instr. 8)       Derivative Security (Instr. 3, 4 and 5)       Expiration Date (Month/Day/Year)       of Securities Underlying Derivative Security (Instr. 3 and 4)       Derivative Security (Instr. 4)       Derivative Security (In				

Explanation of Responses:

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 6,273.8550 shares less 159.1050 shares withheld for taxes. 3. These securities do not have an exercisable date or expiration date.

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

<u>/s/ Patricia M. Carroll, by POA</u> <u>for David L. Herzog</u>

07/17/2012

Date

\*\* Signature of Reporting Person

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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