

| OMB APPROVAL                                 |           |
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| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

**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

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|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Hogan Kevin T.</u><br><br>(Last) (First) (Middle)<br><u>AMERICAN INTERNATIONAL GROUP, INC.</u><br><u>175 WATER STREET</u><br><br>(Street)<br><u>NEW YORK NY 10038</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/15/2017</u>                          |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       |  |
| 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 |  |  |   |  |
| 2017 Restricted Stock Units                | (1)  | 03/15/2017                           |  | A                              |   | 16,815 <sup>(2)</sup>  |     | (2)  | (2)             | Common Stock  | 16,815                     | \$0.0000                                   | 16,815   | D   |  |
| Restricted Stock Units                     | (1)  | 03/15/2017                           |  | A                              |   | 101,198 <sup>(3)</sup>   |     | (3)  | (3)             | Common Stock  | 101,198                    | \$0.0000                                   | 101,198  | D   |  |

**Explanation of Responses:**

- These securities convert to AIG Common Stock on a 1 to 1 basis.
- Represents the grant of 2017 Restricted Stock Units. The 2017 Restricted Stock Units vest in January 2020, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional Restricted Stock Units.
- Represents the grant of Restricted Stock Units. The Restricted Stock Units vest in March 2019, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional Restricted Stock Units.

/s/ James J. Killerlane III, by 03/17/2017  
POA for Kevin T. Hogan

\*\* 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.