

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>FASANO PHILIP</u> _____ (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>175 WATER STREET</u> _____ (Street) <u>NEW YORK NY 10038</u> _____ (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) _____ <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2017</u>	
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	01/19/2017		M		26,356 ⁽¹⁾	A	\$0.0000	26,356	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
2014 Performance Share Units	(2)	01/19/2017		A		79,069 ⁽³⁾		(3)	(3)	Common Stock	79,069	\$0.0000	79,069	D	
2014 Performance Share Units	(2)	01/19/2017		M		26,356 ⁽¹⁾		(1)	(1)	Common Stock	26,356	\$0.0000	52,713	D	

Explanation of Responses:

- Represents AIG Common Stock underlying one-third of the 2014 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in January 2017 based on pre-established performance goals for the three-year performance period ended December 31, 2016. The earned 2014 Performance Share Units vest one-third in January of each of 2017, 2018 and 2019 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 2014 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in January 2017 based on pre-established performance goals for the three-year performance period ended December 31, 2016. The earned 2014 Performance Share Units vest one-third in January of each of 2017, 2018 and 2019 and are settled in shares of AIG Common Stock.

/s/ James J. Killerlane III, by
POA for Philip Fasano

01/23/2017
 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.