

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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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>Herzog David L.</u> <hr/> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE <hr/> (Street) NEW YORK NY 10038 <hr/> (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) X Executive VP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 07/16/2012	
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				

**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
Long-Term Performance Units	\$37.38 <sup>(1)</sup>	07/16/2012		M			324.536 <sup>(2)</sup>	(3)	(3)	Common Stock	324.536	(4)	0.0000	D	
Restricted Stock Unit	\$33.54 <sup>(1)</sup>	07/16/2012		M			2,017.908 <sup>(2)</sup>	(3)	(3)	Common Stock	2,017.908	(4)	0.0000	D	
Restricted Stock Unit	\$28.23 <sup>(1)</sup>	07/16/2012		M			2,268.0185 <sup>(5)</sup>	(3)	(3)	Common Stock	2,268.0185	(4)	0.0000	D	

**Explanation of Responses:**

- Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- Represents the payment in cash of an aggregate amount of \$73,271.65, before applicable taxes, in settlement of fully vested LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).
- These securities do not have an exercisable date or expiration date.
- These securities do not carry a conversion or exercise price.
- Represents the payment in cash of \$70,943.62, before applicable taxes, in settlement of stock salary based on AIG's share price on July 16, 2012.

/s/ Patricia M. Carroll, by POA 07/18/2012  
for David L. Herzog

\*\* 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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