FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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l	OMB APPROV	/AL
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## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(Last) (First) (Middle)  180 MAIDEN LANE  (Street) NEW YORK NY 10038  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (	Name and Address of Reporting Person*     Sankaran Sid				2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
3. Date of Earliest Transaction (Month/Day/Year)   Conversion											X		ive title					
City   (State   VORK   NY   10038   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   Securities   S						` ' '												
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Deemed Execution Date (Month/Day/Year) (M	(Street) NEW YORK NY 10038					4. If Amendment, Date of Original Filed (Month/Day/Year)						X Form filed by One Reporting Person						
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction (Dorivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Beneficially Owned (D) or Indirect (D) or Ind	(City)	()	State)	(Zip)		Form flied by More than One Reporting Person												
Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and 4)  Transaction(s) (Instr. 3 and 4)  Transaction(s) (Instr. 3 and 4)  Transaction(s) (Instr. 4)  Transaction(s) (Instr. 4)  Transaction(s) (Instr. 3 and 4)  Transaction(s) (Instr. 3 and 4)  Transaction(s) (Instr. 4)  Transaction Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)  Transaction Date (Month/Day/Year)  Transaction (Instr. 4)  Transaction (Inst				Table I - Non-	-Deriv	ative	Se	curities Acc	quired.	Dis	osed o	f, or Bei	neficially O	wned				
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) Price of Derivative Security Price of Derivative Security Security Price of Derivative Security Security (Month/Day/Year)  Amount (A) or Price (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Securities Underlying Derivative Securities Underlying Derivative Securities Securities (Instr. 3)  Table II - Derivative Securities Acquired (A) or Derivative Securities (Instr. 3)  Transaction (Code (Instr. 4)  Transaction (Instr. 4)	Date				Date	te		Execution Date, if any	, Transaction Dispos Code (Instr.					Securities Beneficially Following R	Owned (D) o		: Direct Indirect Estr. 4)	ndirect Beneficial Ownership
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  6. Date Exercisable and Expiration Date (Month/Day/Year)  8. Price of Derivative Security (Instr. 3 and 4)  9. Number of derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Security (Instr. 5)  9. Number of Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Security (Instr. 4)  9. Number of Derivative Security (Instr. 4)  9. Number of Securities Underlying Derivative Se								Code	v	Amount	(A) (D)	or Price	(Inote 2 one					
Derivative Security (Instr. 3)  Price of Derivative Security (Security (Instr. 3)  Derivative Securities (Month/Day/Year)  Price of Derivative Security (Instr. 3)  Derivative Securities (Month/Day/Year)  Restricted  Price of Derivative Security (Instr. 3)  Derivative Securities Security (Instr. 3 and 4)  Expiration Date (Month/Day/Year)  Derivative Securities S														ned				
Restricted \$23.23(1) 07/16/2012 M 1.175 75.20(2) (3) (3) Common 1.175 75.38 (4) 0.0000 D	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Code (Instr.		Der Sec Acq Dis	vative urities uired (A) or oosed of (D)	Expiration Date		Securities Derivative	Underlying Security	Derivative Security	derivative Securities Beneficially Owned Following		Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
					Code	v	(A)	(D)				Title	Number of		Transaction(s)			
	Restricted Stock Unit	\$28.23 <sup>(1)</sup>	07/16/2012		M			1,175.7538 <sup>(2)</sup>	(3)		(3)		1,175.7538	(4)	0.00	00	D	

- 1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- 2. Represents the payment in cash of \$36,777.58, before applicable taxes, in settlement of stock salary based on AIG's share price on July 16, 2012.
- $3. \ These \ securities \ do \ not \ have \ an \ exercisable \ date \ or \ expiration \ date.$
- 4. These securities do not carry a conversion or exercise price.

/s/ Patricia M. Carroll, by POA

for Sid Sankaran

07/18/2012

\*\* 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.