

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 6, 2008

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-8787

13-2592361

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

**70 Pine Street
New York, New York 10270**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 770-7000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 1 — Registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On October 8, 2008, American International Group, Inc. (“AIG”) announced that certain of its domestic life insurance subsidiaries had entered into a securities lending agreement (the “Securities Lending Agreement”) with the Federal Reserve Bank of New York (“New York Fed”). Under the Securities Lending Agreement, the New York Fed will borrow, on an overnight basis, investment grade fixed income securities from these AIG subsidiaries in return for cash collateral. AIG understands that the New York Fed is prepared to borrow securities to extend AIG’s currently outstanding lending obligations where those obligations are not rolled over or replaced by transactions with other private market participants. As of October 6, 2008, approximately \$37.2 billion of securities were subject to loans under AIG’s securities lending program.

Section 7 — Regulation FD

Item 7.01. Regulation FD Disclosure.

On October 8, 2008, AIG issued a press release, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibit.

Exhibit 99.1 Press Release of American International Group, Inc., dated October 8, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

Date: October 8, 2008

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Secretary

Contact: Nicholas Ashooh (News Media)
212-770-3523

Charlene Hamrah (Investment Community)
212-770-7074

AIG SUBSIDIARIES ENTER INTO SECURITIES LENDING AGREEMENT

WITH THE FEDERAL RESERVE BANK OF NEW YORK

NEW YORK, October 8, 2008 — American International Group, Inc. (AIG) announced today that certain of its domestic life insurance subsidiaries have entered into a securities lending agreement with the Federal Reserve Bank of New York.

Under the Securities Lending Agreement, the New York Fed will borrow, on an overnight basis, investment grade fixed income securities from these AIG subsidiaries in return for cash collateral. As expected, drawdowns under the existing New York Fed credit facility have been used, in part, to settle securities lending transactions. AIG understands that the New York Fed is prepared to borrow securities to extend AIG's currently outstanding lending obligations where those obligations are not rolled over or replaced by transactions with other private market participants. These borrowings by the New York Fed will allow AIG to replenish liquidity to the securities lending program on an as-needed basis, while providing possession and control of these third-party securities to the New York Fed. As of October 6, 2008, approximately \$37.2 billion of securities were subject to loans under AIG's securities lending program.

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American International Group, Inc. (AIG), a world leader in insurance and financial services, is the leading international insurance organization with operations in more than 130 countries and jurisdictions. AIG companies serve commercial, institutional and individual customers through the most extensive worldwide property-casualty and life insurance networks of any insurer. In addition, AIG companies are leading providers of retirement services, financial services and asset management around the world. AIG's common stock is listed on the New York Stock Exchange, as well as the stock exchanges in Ireland and Tokyo.

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American International Group, Inc.
70 Pine Street, New York, NY 10270