

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>Habayeb Elias F.</u>  (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET  (Street) NEW YORK NY 10038  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Sr. VP, Deputy, CFO & CAO
	3. Date of Earliest Transaction (Month/Day/Year) 02/22/2021	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/22/2021		M		7,529 <sup>(1)</sup>	A	\$0.0000	28,781	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
2021 Restricted Stock Units	(2)	02/22/2021		A		21,276 <sup>(3)</sup>		(3)	(3)	Common Stock	21,276	\$0.0000	21,276	D	
2021 Stock Options (Right to Buy)	\$44.1	02/22/2021		A		25,641		01/01/2024	02/22/2031	Common Stock	25,641	\$0.0000	25,641	D	

**Explanation of Responses:**

- Represents AIG Common Stock underlying the 2018 Performance Share Units (including related dividend equivalent rights in the form of 2018 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee on February 22, 2021 based on pre-established performance goals for the three-year performance period ended December 31, 2020. The earned 2018 Performance Share Units (including related dividend equivalent rights in the form of 2018 Performance Share Units) vested on January 1, 2021, and are settled in shares of AIG Common Stock.
- The 2021 Restricted Stock Units convert to AIG Common Stock on a 1-to-1 basis.
- Represents the grant of 2021 Restricted Stock Units. The 2021 Restricted Stock Units vest on January 1, 2024, 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 2021 Restricted Stock Units.

/s/ Alanna Franco, attorney-in-fact 02/24/2021

\*\* 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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