SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**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

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Hancock Peter D. | AMERICAN INTERNATIONAL GROUP INC [ AIG ] | X Director     10% Owner |
| (Last) (First) (Middle) | | X Officer (give title below)     Other (specify below) |
| AMERICAN INTERNATIONAL GROUP, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 12/17/2015 | President & CEO |
| 175 WATER STREET | | |
| (Street) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| NEW YORK   NY   10038 | | X Form filed by One Reporting Person |
| (City) (State) (Zip) | |    Form filed by More than One Reporting Person |

**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 | | | |

**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 | Amount or Number of Shares | | | | |
| Restricted Stock Unit | $34.95[1] | 12/17/2015 | | M | | | 14,306[2] | [3] | [3] | Common Stock | 14,306 | [4] | 0.0000 | D | |

**Explanation of Responses:**

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. Represents the payout of the remaining 50% of the Troubled Asset Relief Program ("TARP") RSUs granted on December 17, 2012 that vested on December 17, 2015. In accordance with the provisions of the award agreement and AIG's repayment of 100 percent of the aggregate financial assistance received under TARP as of December 17, 2012, the fair market value of these TARP RSUs is being paid in cash, subject to applicable taxes.

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

/s/ James J. Killerlane III, by POA for Peter D. Hancock    12/21/2015

** Signature of Reporting Person    Date