FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	ONB APPROVAL									
	OMB Number:	3235-0287								
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0.5

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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

1. Name and Address of Reporting Person* Hancock Peter D.				<u>A</u>	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner			
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET					3. Date of Earliest Transaction (Month/Day/Year) 12/17/2015					<u> </u>	X Officer (give title Other (specify below) President & CEO					
(Street) NEW YORK NY 10038 (City) (State) (Zip)				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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. Transar Date (Month/Date					Day/Year)		eemed ution Date, :h/Day/Year)	3. Transaction Code (Instr. 8) 4. Securities Acquii Disposed Of (D) (Instr. 5)				5. Amoun Securities Beneficia Owned Fo	ties Fo cially (D I Following (I)	Ownership rm: Direct) or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Transacti (Instr. 3 a	on(s)		(Instr. 4)
	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/Yea	Code (Instr.				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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
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

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.