

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>GREENBERG MAURICE R</u> _____ (Last) (First) (Middle) <u>399 PARK AVENUE</u> <u>17TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10022</u> _____ (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
			3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2005</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<u>Contract⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>(1)(2)(3)(4)</u>	<u>11/15/2005</u>		<u>J⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>		<u>563,903⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>(1)(2)(3)(4)</u>	<u>(1)(2)(3)(4)</u>	<u>Common Stock</u>	<u>563,903⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>(1)(2)(3)(4)</u>	<u>563,903⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾</u>	<u>I</u>	<u>See Footnotes⁽⁵⁾⁽⁶⁾</u>

Explanation of Responses:

- On November 15, 2005, C. V. Starr & Co., Inc. ("CV Starr") entered into a variable pre-paid forward sale contract (the "CSFB Contract") for up to 4,423,116 shares (the "Maximum Number") of American International Group, Inc. common stock (the "Common Stock") pursuant to a letter agreement by and among CV Starr, Credit Suisse First Boston LLC and Credit Suisse First Boston Capital LLC ("CSFB"). The final terms of the CSFB Contract, including the Maximum Number of shares deliverable by CV Starr upon settlement, were determined in a block transaction between CV Starr and CSFB (or its affiliate), acting as a block positioner, in accordance with the Securities and Exchange Commission's interpretative letter to Goldman, Sachs & Co., dated December 20, 1999. -- CONTINUES ONTO THE NEXT FOOTNOTE
- CONTINUED FROM PREVIOUS FOOTNOTE -- CV Starr will receive aggregate proceeds of \$240,000,043.41 under the CSFB Contract. As discussed in footnote (5) below, Mr. Greenberg has only reported his proportionate interest (12.749%) in the shares of the Common Stock held by CV Starr and in transactions in such shares.
- The CSFB Contract provides that for each of the 10 Scheduled Trading Days (as defined in the CSFB Contract) prior to and including November 20, 2008 (the "Settlement Dates"), CV Starr will deliver a number of shares of Common Stock to CSFB (or, at the election of CV Starr, the cash equivalent of such shares) determined with respect to each Settlement Date as follows: (a) if the VWAP Price (as defined in the CSFB Contract) per share of the Common Stock (the "Settlement Price") is less than or equal to \$65.85 (the "Forward Floor Price"), a delivery of 1/10 of the Maximum Number of shares of Common Stock, subject to rounding; (b) if the Settlement Price is greater than the Forward Floor Price but less than or equal to \$85.61 per share (the "Forward Cap Price"), a delivery of shares equal to the Forward Floor Price/Settlement Price x 1/10 of the Maximum Number of shares of Common Stock, subject to rounding; -- CONTINUES ONTO THE NEXT FOOTNOTE
- CONTINUED FROM PREVIOUS FOOTNOTE -- and (c) if the Settlement Price is greater than the Forward Cap Price, a delivery of shares equal to ((Forward Floor Price + (Settlement Price - Forward Cap Price)) / Settlement Price) x 1/10 of the Maximum Number of shares of Common Stock, subject to rounding. As discussed in footnote (5) below, Mr. Greenberg has only reported his proportionate interest (12.749%) in the shares of the Common Stock held by CV Starr and in transactions in such shares.
- Mr. Greenberg owns 12.749% of the outstanding common stock of CV Starr. Mr. Greenberg has the right to direct the voting of 32.271% of the outstanding voting shares of CV Starr, including 19.522% as a result of certain irrevocable proxies granted to Mr. Greenberg by other stockholders of CV Starr, which proxies expire January 17, 2005. CV Starr has 1984, 1989 and 1994 Employee Stock Option Plans (the "Starr SOPs"), under which certain key employees of CV Starr, including Mr. Greenberg, are granted options with respect to shares of common stock of American International Group, Inc. ("AIG"). CV Starr maintains a 1972 Employee Stock Purchase Plan (the "Starr Purchase Plan"), under which employees of CV Starr, including Mr. Greenberg, are given the right to subscribe for shares of AIG common stock.
- As a result of the factors discussed in footnote (5) above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of AIG common stock beneficially owned by CV Starr, including those used to satisfy exercises under the Starr SOPs and those used to satisfy rights under the Starr Purchase Plan. Mr. Greenberg believes that any pecuniary interest he may have in the shares of AIG common stock beneficially owned by CV Starr, including those used to satisfy exercises under the Starr SOPs and those used to satisfy rights under the Starr Purchase Plan, in each case does not exceed the percentage of his common stock ownership of CV Starr. Accordingly, Mr. Greenberg has reported only his proportionate interest (12.749%) of the transactions by CV Starr in AIG common stock. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.

Remarks:

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of him being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/ Maurice R. Greenberg

11/17/2005

** 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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