FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washing

ton, D.C. 20549	OMB APPROVAL

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

## Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## 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 $^{\star}$ $\underline{\text{Herzog David L}}$					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]								tionship of R all applicabl Director	e)	Person	10% Own	
(Loot)	(Fi	rot)	(Middle)	_ -			- ,					X	Officer (gir below)	ve title		Other (sp	ecity
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE					3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012								Ex	CFO			
(Street) NEW YO	RK N	Y	10038	4	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indiv	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
(City)	(St	ate)	(Zip)														
		T	able I - Non-D	eriva	tive S	Secu	ırities Acq	uired, D	isp	osed of	, or Ben	eficially O	wned				
Date			2. Transaction Date Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) 4. Securities Acquired (A) (Disposed Of (D) (Instr. 3, 4)			I (A) or . 3, 4 and 5)	and 5) Securities Beneficially Following F		6. Own Form: I (D) or I (I) (Inst	Direct In ndirect Botr. 4)	'. Nature of ndirect Beneficial Ownership			
								Code	,	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)
			Table II - De				ities Acqu warrants,						ned			,	
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)	Code (Ins				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	ve es ally	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisab		Expiration Date	Title	Amount or Number of Shares		Transaction(s (Instr. 4)	tion(s)		
Long-Term Performance Units	\$35.38 <sup>(1)</sup>	02/13/2012		М			342.8646 <sup>(2)</sup>	(3)		(3)	Common Stock	342.8646	(4)	1,574.0	0265	D	
Restricted Stock Unit	\$33.54 <sup>(1)</sup>	02/13/2012		М			2,286.802 <sup>(2)</sup>	(3)		(3)	Common	2,286.802	(4)	88,436	.619	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 payment in cash of an aggregate amount of \$70,527.66, net of applicable taxes, in settlement of fully vested LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.

/s/ Kathleen E. Shannon, by POA 02/15/2012 for David L. Herzog

\*\* 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.