

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>McElroy David</u>  (Last) (First) (Middle) <u>C/O AMERICAN INTERNATIONAL GROUP, INC.</u> <u>1271 AVE OF THE AMERICAS</u>  (Street) <u>NEW YORK NY 10020-1304</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP &amp; CEO General Insurance</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/22/2022</u>	

**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	02/22/2022		M		12,590 <sup>(1)</sup>	A	\$0.0000	57,923	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
2022 Restricted Stock Units	(2)	02/22/2022		A		16,512 <sup>(3)</sup>		(3)	(3)	Common Stock	16,512	\$0.0000	16,512	D	
2022 Stock Options (Right to Buy)	\$61.61	02/22/2022		A		60,790 <sup>(4)</sup>		(4)	02/22/2032	Common Stock	60,790	\$0.0000	60,790	D	

**Explanation of Responses:**

- The acquisition of shares of AIG Common Stock represents the vesting of performance share units previously awarded to the reporting person in 2019 (2019 PSUs). The 2019 PSUs were earned as determined by AIG's Compensation and Management Resources Committee on February 22, 2022 based on pre-established performance goals for the three-year performance period ended December 31, 2021. The earned 2019 PSUs vested on January 1, 2022, and are settled in shares of AIG Common Stock on a 1-to-1 basis.
- The 2022 Restricted Stock Units (2022 RSUs) convert to AIG Common Stock on a 1-to-1 basis.
- Represents the grant of 2022 RSUs. One third of the 2022 RSUs vests on each of the first, second and third anniversaries of the grant date, subject to the reporting person's continued employment through each applicable vesting date, and such 2022 RSUs are settled in shares of AIG Common Stock.
- Represents the grant of 2022 Stock Options. One third of the 2022 Stock Options vests on each of the first, second and third anniversaries of the grant date, subject to the reporting person's continued employment through each applicable vesting date.

/s/ Alanna Franco, attorney-in-fact 02/24/2022

\*\* 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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