FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

6. Individual or Joint/Group Filing (Check Applicable

Form filed by One Reporting Person Form filed by More than One Reporting

| 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 | l nours per response: 0.5 |
|---|--|--|
| 1. Name and Address of Reporting Person [*] Wismer Jonathan | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [AIG] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify |
| (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. | 3. Date of Earliest Transaction (Month/Day/Year) 09/28/2018 | SVP, Dep. CFO & CAO |
| 175 WATER STREET | | |

Line) Х

Person

| (City) | (State) | (Zip) | |
|----------------------|---------|-------|--|
| (Street) NEW YORK | NY | 10038 | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) |

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) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1150.4) |

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/Year) | 4. Transa Code (8) | | of | | 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 | | | | |
| 2018 Restricted Stock Units | (1) | 09/28/2018 | | A | | 44 ⁽¹⁾ | | (1) | (1) | Common Stock | 44 | (1) | 7,410 | D | |

Explanation of Responses:

1. These securities are dividend equivalent rights in the form of 2018 Restricted Stock Units with respect to 2018 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2018 Restricted Stock Units vest in January 2021, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.

/s/ James J. Killerlane III, by

POA for Jonathan Wismer

** Signature of Reporting Person

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.

10/01/2018

Date