FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Wa

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

-		_	-			_	_		_	-	 	-	_	_
15	hind	nto	n	D	C	2	054	Q						

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).

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 Herzog J		eporting Person*	<u> </u>	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP								ationship of R all applicabl Director	eporting Person(s) to Issuer e) 10% Owner					
(Last) (First) (Middle)					INC [AIG]								Officer (gi below)		Other (s below)	pecify		
AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE						3. Date of Earliest Transaction (Month/Day/Year) 05/28/2013							Executive VP & CFO					
(Street) NEW YORK NY 10038				4	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip)																		
		Т	able I - Non-I	Deriva	tive S	ecu	ırities Acq	uired, D	isp	osed of	or Ben	eficially C	wned					
Date					Transaction ate lonth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		es Acquired (A) or Of (D) (Instr. 3, 4 and 5		5. Amount of Securities Beneficially Following R	Owned (D) eported (I) (m: Direct I or Indirect I nstr. 4)	. Nature of ndirect Beneficial Ownership			
								Code V		Amount	(A) or (D)	Price	Transaction (Instr. 3 and			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/Year)	Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable a Expiration Date (Month/Day/Year)		e	7. Title and Ame Securities Unde Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A) (D)		Date Exercisabl		Expiration Date	Title	Amount or Number of Shares		Transaction(s)			
Long-Term Performance Units	\$35.38 ⁽¹⁾	05/28/2013		М			342.8646 ⁽²⁾	(3)		(3)	Common Stock	342.8646	(4)	0.0000	D			
Restricted Stock Unit	\$33.54 ⁽¹⁾	05/28/2013		М			2,286.802 ⁽²⁾	(3)		(3)	Common Stock	2,286.802	(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 payment in cash of an aggregate amount of \$118,782.04, before 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/ Patricia M. Carroll, by POA 05/30/2013 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.