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FORM 4

Check this box if no longer subject to

may continue. See Instruction 1(b).

Section 16. Form 4 or Form 5 obligations

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

may continue. Se	ee 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 Addres WALSH NIC (Last)	1 0	son* (Middle)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC</u> [AIG]		tionship of Reporting Perso all applicable) Director Officer (give title below)	10% Owner Other (specify below)	
AMERICAN IN 180 MAIDEN L		L GROUP, INC.	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2011	Executive Vice President			
(Street) NEW YORK	NY	10038	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than	orting Person	
(City)	(State)	(Zip)					
		Table I - Nor	n-Derivative Securities Acquired, Disposed of, or Beneficia	ally Ow	ned		

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)			Securities Beneficially Owned Following Reported	or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	- Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Securities Acc	quired (A) or	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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
\$35.38 ⁽¹⁾	06/30/2011		М			354.637 ⁽²⁾	(3)	(3)	Common Stock	354.637	(4)	6,227.247	D	
\$29.32 ⁽¹⁾	06/30/2011		A		6,247.5804 ⁽⁵⁾		(3)	(3)	Common Stock	6,247.5804	(4)	6,247.5804	D	
\$33.54 ⁽¹⁾	06/30/2011		М			2,089.353 ⁽²⁾	(3)	(3)	Common Stock	2,089.353	(4)	116,589.084	D	
	Conversion or Exercise Price of Derivative Security \$35.38 ⁽¹⁾ \$29.32 ⁽¹⁾	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) \$35.38 ⁽¹⁾ 06/30/2011 \$29.32 ⁽¹⁾ 06/30/2011	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) \$35.38 ⁽¹⁾ 06/30/2011 \$29.32 ⁽¹⁾ 06/30/2011	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transa (Month/Day/Year) \$35.38 ⁽¹⁾ 06/30/2011 Image: Conversion (Month/Day/Year) Month/Day/Year) \$35.38 ⁽¹⁾ 06/30/2011 Image: Conversion (Month/Day/Year) Month/Day/Year) \$29.32 ⁽¹⁾ 06/30/2011 Image: Conversion (Month/Day/Year) Month/Day/Year)	Conversion or Exercise Price of Derivative Security Date // Derivative (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code //	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code / Month/Day/Year) Securities Act Disposed of (I and 5) \$35.38 ⁽¹⁾ 06/30/2011 Code V (A) \$29.32 ⁽¹⁾ 06/30/2011 A A 6,247.5804 ⁽⁵⁾	Conversion or Exercise Price of Derivative Security Rate (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Observative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) sassasi 06/30/2011 Image: Conversion Derivative M Image: Conversion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) \$35,38 ⁽¹⁾ 06/30/2011 Image: Conversion Derivative M Image: Conversion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) \$35,38 ⁽¹⁾ 06/30/2011 Image: Conversion Derivative M Image: Conversion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) \$35,38 ⁽¹⁾ 06/30/2011 Image: Conversion Derivative M Image: Conversion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) \$35,38 ⁽¹⁾ 06/30/2011 Image: Conversion Derivative M Image: Conversion Derivative Securities 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Date}\\ \text{frany}\\ \text{Month/Day/Year} \end{array} \right] \left[\begin{array}{c} \text{Execution Date}\\ \text{frany}\\ \text{Month/Day/Year} \end{array} \right] \left[\begin{array}{c} \text{Execution Date}\\ \text{Month/Day/Year} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Security}\\ \text{Month/Day} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Security}\\ \text{Month/Day} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Security}\\ \text{Month/Day} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Month/Day} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Security}\\ \text{Securet} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Securet} \end{array} \right] \left[\begin{array}{c} \text{Security}\\ \text{Securet} \end{array} \right] \left[\begin{array}{c} \text{Securet} \text{Securet} \] \left[\begin{array}{c} \text{Securet} \text{Securet} \end{array} \right] 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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 \$71,657.77, 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.

5. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 6,430.4798 shares less the 182.8994 shares withheld for taxes.

/s/ Kathleen E. Shannon, by POA	07/05/2011			
<u>for Nicholas C. Walsh</u>				
** Signature of Reporting Person	Date			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.