

OMB APPROVAL	
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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 * <u>Macia Seraina</u> <hr/> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET <hr/> (Street) NEW YORK NY 10038 <hr/> (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 Officer (give title below) Other (specify below) X EVP - Blackboard
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2020</u>	
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)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/17/2020		F		977 <sup>(1)</sup>	D	\$52.9 <sup>(2)</sup>	30,624	D	
Common Stock	01/17/2020		F		1,313 <sup>(3)</sup>	D	\$52.9 <sup>(2)</sup>	29,311	D	
Common Stock	01/17/2020		F		2,200 <sup>(4)</sup>	D	\$52.9 <sup>(2)</sup>	27,111	D	
Common Stock	01/17/2020		F		3,777 <sup>(5)</sup>	D	\$52.9 <sup>(2)</sup>	23,334	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					

**Explanation of Responses:**

1. Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of the final tranche of 2015 Performance Share Units (including related dividend equivalent rights in the form of 2015 Performance Share Units), which previously vested.
2. The number of shares withheld for taxes was determined based on the closing price of AIG Common Stock on January 17, 2020.
3. Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of the 2017 Restricted Stock Units (including related dividend equivalent rights in the form of 2017 Restricted Stock Units), which vested on January 1, 2020.
4. Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of the final tranche of Restricted Stock Units granted on January 17, 2018 (including related dividend equivalent rights in the form of Restricted Stock Units), which vested on January 1, 2020.
5. Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of two-thirds of the remaining Restricted Stock Units granted on July 12, 2017 (including dividend equivalent rights in the form of Restricted Stock Units), which vested on January 1, 2020.

/s/ Alanna Franco, attorney-in-fact 01/22/2020

\*\* 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, see Instruction 6 for procedure.

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