

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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>GREENBERG MAURICE R</u> (Last) (First) (Middle) <u>399 PARK AVENUE</u> <u>17TH FLOOR</u> (Street) <u>NEW YORK NY 10022</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2006</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/12/2006		G ⁽¹⁾	190	D	\$0.00	17,310,662	D	
Common Stock	06/16/2006		G ⁽¹⁾	200	D	\$0.00	17,310,662	D	
Common Stock	06/23/2006		G ⁽¹⁾	201	D	\$0.00	17,310,662	D	
Common Stock	07/17/2006		G ⁽¹⁾	207	D	\$0.00	17,310,662	D	
Common Stock	09/12/2006		G ⁽¹⁾	178	D	\$0.00	17,310,662	D	
Common Stock	09/12/2006		G	184	D	\$0.00	17,310,662	D	
Common Stock	11/08/2006		G	175	D	\$0.00	17,310,662	D	
Common Stock	11/08/2006		G	175	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G	199	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	168	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G ⁽¹⁾	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G	171	D	\$0.00	17,310,662	D	
Common Stock	12/04/2006		G	171	D	\$0.00	17,310,662	D	
Common Stock	12/19/2006		G	151,828	D	\$0.00	17,310,662	D	
Common Stock	12/19/2006		G	85,576	D	\$0.00	17,310,662	D	
Common Stock	12/19/2006		G	69,013	D	\$0.00	17,310,662	D	
Common Stock	05/12/2006		G	190	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	06/16/2006		G	200	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	06/23/2006		G	201	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	07/17/2006		G	207	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	09/12/2006		G	178	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	12/04/2006		G	171	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾
Common Stock	12/04/2006		G	171	A	\$0.00	111,004	I	See Footnotes ⁽¹⁾⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This transaction represents a gift of AIG common stock previously owned by Mr. and Mrs. Greenberg as tenants in common to a family trust for which Mr. Greenberg is the trustee.
- Shares of common stock of AIG are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts. Previous reports of beneficial ownership immaterially misstated the number of shares of AIG stock owned by family trusts for which Mr. Greenberg is the trustee.

Remarks:

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of him being deemed a member of a group under Section 13(d)(3) of the Exchange Act. This is Form 1 of 2 filed by Reporting Person on this date.

/s/ Howard I. Smith, Attorney-in-Fact and /s/ Leif B. King, Attorney-in-Fact 02/14/2007

** 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.