FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average burden									

0.5

hours per response:

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

AMERICAN INTERNATIONAL GROUP, INC.  180 MAIDEN LANE  Street) NEW YORK NY 10038  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 3)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 3)  Table II - Derivative Securities Acquired (Instr. 4)  Table II - Derivative Securities Acquired (Instr. 3)  Table II - Derivative Securities Acquired (Instr. 4)  Tabl	1. Name and Address of Reporting Person*  MILLER ROBERT STEVE				<u>A</u>	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]						(Ch	eck all applic	rable)	erson(s) to Iss 10% O	wner
City   State   NY   10038   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	(Last) (First) (Middle)  AMERICAN INTERNATIONAL GROUP, INC.  180 MAIDEN LANE				05	05/16/2012							below)		below)`	. ,
L. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. A. Deemed Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. A. Deemed Execution Date, if any (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. A. Deemed Execution Date, if any (Month/Day/Year)  2. A. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction (Dode (Instr. 3, 4 and 5)  2. A. Deemed Execution Date, if any (Month/Day/Year)  3. Transaction (Dode (Instr. 3, 4 and 5)  3. Transaction (Dode (Instr. 3, 4 and 5)  3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  5. Amount of Securities Deneficially Owned (Dode (Instr. 4))  7. Title and Amount of Securities Derivative Securities (Month/Day/Year)  8. Price of Derivative Securities (Month/Day/Year)  9. Number of Derivative Securities Derivative Securities (Month/Day/Year)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  3. Transaction (D) Instr. 3 and 4)  3. Transaction (D) Instr. 4)  5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  8. Price of Derivative Securities Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  9. Number of Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3)  1. Title of Derivative Secu	(Street)  NEW Y(				4.	If Ame	endment, D	ate o	f Original File	d (Month/Da	y/Year)	Line	Y) X Form fi Form fi	led by One Ro led by More th	eporting Perso	n
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Price of Derivative Security (Instr. 3)  L. Title of Derivative Security Security (Instr. 3)  L. Title of Derivative Security (Month/Day/Year)  L. Title of Derivative Security (Month/Day/Year)  L. Title of Derivative Security (Instr. 3)  L. Title of Derivative Security (Month/Day/Year)  L. Title of Derivative Securities  L. Title of Securities  L. Title of Derivative Securities  L. Title of Securities  L. Title of Derivative Security (Instr. 3)  L. Title of Securities  L. Title of Derivative Security (Instr. 4)  L. Title of Securities  L. Title of Securities  L. Title and Amount of Securities  L. Title and Securities  L. Title and Securities  L. Title and Securities  L. Title and Amount of Securities  L. Title and Securities  L. Title and Securities  L. Title and Securities  L. Title and Amount of Securities  L. Title and Securities  L. Title and Securities  L. Title and Amount of Securities  L. Title and Amount o	Date			te	ear) i	Execution Date, if any		Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			Securitie Beneficia Owned F	es Form ally (D) of Following (I) (II	rm: Direct ) or Indirect (Instr. 4)	Indirect Beneficial Ownership		
(e.g., puts, calls, warrants, options, convertible securities)  L. Title of Derivative Security Instr. 3)  Conversion or Exercise Price of Derivative Security Security Security  Code V (A) (D) Date Exercisable and Securities Price of Derivative Security Securities (Instr. 3)  Amount of Securities Underlying Derivative Security (Instr. 3 and 4)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Amount or Number of Derivative Security (Instr. 4)  Code V (A) (D) Date Exercisable Expiration Date (I) (Instr. 4)  Common 1 642 (I) 4490(2)  Deferred (I) Common 1 642 (II) 4490(2)  Common 1 642 (III) 4490(2)  Common 1 642 (IIII) 4490(2)  Common 1 642 (I									Code V	Amount	(A) or (D)	Price	Transact	ion(s)		(instr. 4)
Conversion or Exercise Price of Derivative Security Security Security Security Securities Securitie																
Code V (A) (D) Date Expiration Date Title Shares (Instr. 4)  Code V (A) (D) Date Expiration Date Title Shares	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	on Date (Month/Day/Year)	Execution Date, if any	Transa Code (	Transaction Code (Instr.		Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Expiration Date		Amount of Securities Underlying Derivative Security		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)			Title	or Number of				
	Deferred Stock Unit	(1)	05/16/2012		A		1,642 <sup>(1)</sup>		(1)	(1)		1,642	(1)	4,480 <sup>(2)</sup>	D	

1. Grant of deferred stock units pursuant to the American International Group, Inc. ("AIG") 2010 Stock Incentive Plan (the "2010 Plan"). Subject to the terms of the Plan and the related award agreement, shares of AIG Common Stock underlying the deferred stock units will be deliverable, without any cash consideration or conditions, on the last trading day of the month in which the director ceases to be a director of AIG. The award includes dividend equivalent rights payable in the form of deferred stock units.

2. Reflects deferred stock units previously granted pursuant to the 2010 Plan.

Robert S. Miller by Eric N. Litzky, Attorney-in-Fact

05/18/2012

\*\* 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.