FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

snington, D.C. 20549	

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

OMB APPROVAL										
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					or Sect	ion 30(h) c	of the	Investment C	ompany Act	of 1940						
1. Name and Address of Reporting Person*  Macartney Claudine				<u>A</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol  AMERICAN INTERNATIONAL GROUP  INC [ AIG ]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle)  AMERICAN INTERNATIONAL GROUP, INC.  175 WATER STREET				3.	3. Date of Earliest Transaction (Month/Day/Year) 03/13/2018						X Officer (give title Other (specify below)  Executive Vice President					
(Street) NEW Y	ORK N	Y	10038	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)					Line						
(City)	(S		(Zip)													
Table I - Non-Deriv  1. Title of Security (Instr. 3)  2. Transr Date (Month/E			ansactio			3. Transactio	4. Securit	ies Acquire Of (D) (Inst	d (A) or	5. Amour Securitie Beneficia Owned F	5. Amount of Securities Beneficially (I) Owned Following (I)		7. Nature of Indirect Beneficial Ownership			
						Code V	Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)		(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	Transaction Derivative Code (Instr. Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and of Securities Underlying Derivative S (Instr. 3 and		ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	Ownershi Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (Instr. 4)	(5)		
2018 Restricted Stock Units	(1)	03/13/2018		A		4,822 <sup>(2)</sup>		(2)	(2)	Common Stock	4,822	\$0.0000	4,822	D		
2018 Stock Option (Right to Buy)	\$55.94	03/13/2018		A		24,169		01/01/2021	03/13/2028	Common Stock	24,169	\$0.0000	24,169	D		

## **Explanation of Responses:**

- 1. The 2018 Restricted Stock Units convert to AIG Common Stock on a 1 to 1 basis.
- 2. Represents the grant of 2018 Restricted Stock Units. The 2018 Restricted Stock Units vest in January 2021, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional 2018 Restricted Stock Units.

/s/ James J. Killerlane III, by

POA for Claudine M.

**Macartney** 

\*\* Signature of Reporting Person

Date

03/15/2018

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.