

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|
| 1. Name and Address of Reporting Person* <u>HURD JEFFREY J</u> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET (Street) NY NY 10270 (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 X Officer (give title below) Other (specify below) SVP - Human Resources |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) 06/02/2010 | | |

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 | | | |

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 | | | | | | Title |
| Long-Term Performance Units | \$35.38 ⁽¹⁾ | 05/28/2010 | | A | | 1,418,8816 ⁽²⁾ | | (2) | (3) | Common Stock | 1,418,8816 | \$0 ⁽⁴⁾ | 1,418,8816 | D | |
| Long-Term Performance Units | \$35.38 ⁽¹⁾ | 05/28/2010 | | A | | 245,8072 ⁽⁵⁾ | | (5) | (3) | Common Stock | 245,8072 | \$0 ⁽⁴⁾ | 1,664,6888 | D | |

Explanation of Responses:

- Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- This award represents the portion of a grant of fully vested LPTUs that is based on the value of common stock, net of the value of 41,4538 shares withheld for taxes. The LPTUs are based on a mix of common stock and AIG's 8.175% Series A-6 Junior Subordinated Debentures (the "Hybrid Securities"), and represent 20 percent common stock and 80 percent Hybrid Securities, by value, on the date of grant. This award will be payable in cash based on the values of the underlying securities on the third anniversary of the deemed grant date. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2010, with the appropriate part deemed granted on the 15th and the 30th day of each month. This amendment is to correct a calculation error.
- These securities do not have an exercisable date or expiration date.
- These securities do not carry a conversion or exercise price.
- This award represents the portion of a grant of fully vested LPTUs that is based on the value of common stock, net of the value of 36,8384 shares withheld for taxes. The LPTUs are based on a mix of common stock and AIG's 8.175% Series A-6 Junior Subordinated Debentures (the "Hybrid Securities"), and represent 20 percent common stock and 80 percent Hybrid Securities, by value, on the date of grant. This award will be payable in cash based on the values of the underlying securities on the first anniversary of the deemed grant date. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2010, with the appropriate part deemed granted on the 15th and the 30th day of each month. This amendment is to correct a calculation error.

Remarks:

/s/ Kathleen E. Shannon, by POA 06/15/2010
for Jeffrey J. Hurd

** 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.