

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>Winter Matthew E</u> <hr/> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET, 18TH FLOOR <hr/> (Street) NEW YORK NY 10270 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/30/2009	3. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG] <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Vice Chairman</p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2	I	Held by minor children

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit	12/11/2009	12/11/2016	Common Stock	750	(1)	D	
Restricted Stock Unit	01/01/2010	07/16/2018	Common Stock	809	(2)	D	
Restricted Stock Unit	01/01/2011	12/13/2017	Common Stock	600	(3)	D	
Stock Option (Right to Buy)	12/13/2008	12/13/2017	Common Stock	2,534	1,140.99 ⁽⁴⁾	D	
Stock Option (Right to Buy)	04/10/2007	04/10/2016	Common Stock	1,249	1,283.8 ⁽⁵⁾	D	

Explanation of Responses:

1. These restricted stock units (RSUs) were granted under the American International Group, Inc. Amended and Restated 2002 Stock Incentive Plan. Pursuant to the terms of the plan, 100% of the RSUs will vest on December 11, 2009.
2. These restricted stock units (RSUs) were granted under the American International Group, Inc. Amended and Restated 2007 Stock Incentive Plan. Pursuant to the terms of the plan, 50 percent of these RSUs will vest on January 1, 2010 and 50 percent will vest on January 1, 2012.
3. Represents performance restricted stock units earned with respect to awards made under the American International Group, Inc. Amended and Restated 2002 Stock Incentive Plan with respect to the 2008-2009 performance period of the American International Group, Inc. Partners Plan. Pursuant to the Partners Plan, 50 percent of these RSUs will vest on January 1, 2011 and 50 percent will vest on January 2, 2012.
4. These options were granted under the American International Group, Inc. 2007 Stock Incentive Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.
5. These options were granted under the American International Group, Inc. Amended and Restated 1999 Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.

Remarks:

Matthew E. Winter

07/09/2009

** 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 5 (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.