FORM 5

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL **OWNERSHIP**

OMB APPROVAL								
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hours per response:	1.0							

Form 3 Holdings Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

City State VORK NY 10038 State VID VID State VID State VID	Form 4	Transactions F	Reported.		or Section) of the		ment C	ompany Ad		10							
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of lessure's (Month/Day/Year) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned at end of lessure's Fiscal year Ended (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed					AMERICAN INTERNATIONAL GROUP							(Check all applicable) Director Officer (give title				10%	Owner		
City State VORK NY 10038 State VIV State VIV VIV State VIV S	AMERICAN INTERNATIONAL GROUP, INC.					` ' '								below) below)					
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Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year)			Tabl	e I - Non-Deriv	ative Sec	uriti	es Ac	quire	ed, Di	sposed	of, or	Benef	iciall	y Owne	ed				
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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 (Instr. 3) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Instr. 3) 4. Transaction Date (Month/Day/Year) 5. Number of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 1. Title of Derivative Securities (Month/Day/Year) 4. Transaction Date (Month/Day/Year) 5. Number of Expiration Date (Month/Day/Year) 6. Date Exercisable and Expiration Date (Month/Day/Year) 9. Number of Derivative Securities Securities Direct (D) Owner (I) (Instr. 5) Ownership Form: Direct (D) Owned Following Reported Transaction(s) (Instr. 4) Amount or Number Amount or Number									Amour	nt	(A) or (D)	Price	Price		Issuer's Fiscal Year (Instr. 3 and		ect (I)		
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Explanation of Responses:

1. Distribution pursuant to Starr International Company, Inc. Deferred Compensation Profit Participation Plan.

/s/ Kathleen E. Shannon, by POA for David L. Herzog

02/14/2012

** 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.