

**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>Herzog David L</u>  (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET  (Street) NEW YORK NY 10270  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/20/2005	3. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ (AIG) ]</u>	
		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) Senior VP & Comptroller	5. If Amendment, Date of Original Filed (Month/Day/Year)  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

**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	848	D	

**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			
Employee Stock Option (Right to Buy)	08/29/2001 <sup>(1)</sup>	03/02/2010	Common Stock	23,159	44.5	D	
Employee Stock Option (Right to Buy)	08/29/2001 <sup>(1)</sup>	01/17/2011	Common Stock	28,918	65.77	D	
Employee Stock Option (Right to Buy)	01/17/2006 <sup>(2)</sup>	01/17/2012	Common Stock	28,946	79.61	D	
Employee Stock Option (Right to Buy)	12/16/2006 <sup>(2)</sup>	12/16/2012	Common Stock	8,000	61.3	D	
Employee Stock Option (Right to Buy)	02/10/2007 <sup>(2)</sup>	02/10/2013	Common Stock	8,000	47	D	
Employee Stock Option (Right to Buy)	12/17/2007 <sup>(2)</sup>	12/17/2013	Common Stock	8,000	63.95	D	
Employee Stock Option (Right to Buy)	12/16/2008 <sup>(2)</sup>	12/16/2014	Common Stock	15,000	64.47	D	

**Explanation of Responses:**

- These options were granted under American General Corporation's employee stock option plans. Upon the acquisition of American General Corporation by American International Group, Inc. on August 29, 2001, all options granted under American General Corporation's employee stock option plans became vested and exercisable.
- These options were granted under AIG's 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:**

/s/ Herzog, David L.                      06/27/2005

\*\* 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.

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