FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
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hours per response:	0.5							

Check	k this box if no longer subject to
Section	on 16. Form 4 or Form 5 obligations
may c	ontinue See Instruction 1(h)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

					or section so	, 0													
Name and Address of Reporting Person* WINTROB JAY S					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner							
(Last) (First) (Middle)												below) below)							
1 SUNAMERICA CENTER					12/28/2012														
(Street) LOS ANGELES CA		90067		4. If	f Amendment, Date of Original Filed (Month/Day/Year)					6. Indivi	/ ' v								
(City) (State) (Zip)										Form filed by More than One Reporting Person									
		Table I - No	n-Dei	ivati	ve Securi	ties Acq	uired,	Disp	osed of,	or Bene	ficially Ow	ned							
Date					Execu Year) if any	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8) 4. Securities Disposed O		s Acquired (A) or of (D) (Instr. 3, 4 and 5)		Securities Beneficially C Following Re	Owned or ported (Ir	orm: Dire r Indirect	ct (D) In (I) Be O	. Nature of ndirect seneficial ownership				
							Code	v	Amount	(A) or (D)	Price				(Ir	nstr. 4)			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)					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)	derivative Securities Beneficial Owned	e O S Fe Ily Di	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
Security			Code	v	(A)	(D)	Date Exerc	isable	Expiration Date	Title	Amount or Number of Shares		Reported		(Instr. 4)				
\$34.58 ⁽¹⁾	12/28/2012		A		5,940.0582 ⁽²⁾		(3)		(3)		(3)		Common Stock 5,9		582 (4) 5,9		5,940.0582		
\$31.5 ⁽¹⁾	12/28/2012		M			55,555 ⁽⁵⁾	(3)		(3)		55,555	(4)	0.0000	0	D				
	MERICA (GELES Security (Ins 2. Conversion or Exercise Price of Derivative Security \$34.58(1)	(First) MERICA CENTER GELES CA (State) 2. (State) Security (Instr. 3) 2. (Conversion or Exercise Price of Pice of Perivative Security \$34.58(1) 12/28/2012	(First) (Middle) MERICA CENTER GELES CA 90067 (State) (Zip) Table I - No Security (Instr. 3) Table II - Price of Date (Month/Day/Year) Price of Perivative Security \$34.58(1) 12/28/2012	(First) (Middle) MERICA CENTER GELES CA 90067 (State) (Zip) Table I - Non-Der Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) OF Exercise Price of Perivative Security 3A. 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Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year)	AMERICAN INTERNATIONAL GROUP IN [AIG] (First) (Middle) MERICA CENTER GELES CA 90067 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneral Code (Instr. And Co	AMERICAN INTERNATIONAL GROUP INC [AIG] 3. Date of Earliest Transaction (Month/Day/Year) 12/28/2012 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individually Filed (Month/Day/Year) 6. Individually Filed (Month/Day/Year) 6. Individually Filed (Month/Day/Year) 7. Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execution Date, if any (Month/Day/Year) 8. Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) 7. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. 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Date of Earliest Transaction (Month/Day/Year) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Form Date (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) Tansaction Date (Instr			

Explanation of Responses:

- $1. \ Represents \ AIG's \ share \ price \ on \ the \ date \ of \ grant; \ these \ securities \ do \ not \ carry \ a \ conversion \ or \ exercise \ price.$
- 2. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 6,404.2317 shares less 464.1735 shares withheld for taxes.
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.
- 5. This disposition reflects the payout of certain Troubled Asset Relief Program ("TARP") RSUs granted on December 28, 2009 and vested on December 28, 2012. In accordance with the provisions of the award agreement and AIG's repayment of 100 percent of the financial assistance received under TARP as of December 14, 2012, the fair market value of 55,555 RSUs, before applicable taxes, is being paid in cash.

/s/ Patricia M. Carroll, by POA for 01/02/2013 Jay S. Wintrob

** 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.