FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| OMB APPROVAL | | | | | | |
|--------------------------|---------------------|--|--|--|--|--|
| OMB Number: | B Number: 3235-0104 | | | | | |
| Estimated average burden | | | | | | |
| hours per response: | 0.5 | | | | | |

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

| OFFIT MORRIS | 2. Date of Event Requiring Stater (Month/Day/Yea 07/11/2012 | AMERICAN INTERNATIONAL GROUP INC [AIG] | | | | | | | | |
|---|--|---|---|--|--|--|---|--|--|--|
| (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. | | Relationship of Reporting Perso (Check all applicable) X Director | 10% Owner | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| 180 MAIDEN LANE | | | Officer (give title below) | Other (spe | App | licable Line) | /Group Filing (Check | | | |
| (Street) NEW YORK NY 10038 | | | | | | - | y One Reporting Person y More than One erson | | | |
| (City) (State) (Zip) | | | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | Amount of Securities eneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | t (D) (Inst | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | | | | |
| Common Stock | | 40,437 | 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) | | d 3. Title and Amount of Securities Underlying Derivative Security (Instr. | | 4. Conversion or Exercise | 5. Ownership Form: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | | |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | or Indirect (I) (Instr. 5) | | | | |
| Deferred Stock Unit | (1) | (1) | Common Stock | 1,372 | (1) | D | | | | |
| Stock Option (Right to Buy) | 05/17/2007 ⁽²⁾ | 05/17/2016 | Common Stock | 125 | 1,250 | D | | | | |
| Stock Option (Right to Buy) | 08/11/2006 ⁽²⁾ | 08/11/2015 | Common Stock | 125 | 1,253.4 | D | | | | |

Explanation of Responses:

1. Grant of deferred stock units pursuant to the American International Group, Inc. ("AIG") 2010 Stock Incentive Plan (the "2010 Plan"). Subject to the terms of the Plan and the related award agreement, shares of AIG Common Stock underlying the deferred stock units will be deliverable, without any cash consideration or conditions, on the last trading day of the month in which the director ceases to be a director of AIG. The award includes dividend equivalent rights payable in the form of deferred stock units.

2. Granted pursuant to the AIG Amended and Restated 1999 Stock Option Plan in connection with Mr. Offit's prior service as a director of AIG.

Remarks:

poaoffit.txt

Morris W. Offit by Eric N. Litzky, Attorney-in-Fact

07/16/2012

** 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 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.

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Eric N. Litzky, Jeffrey A. Welikson, and James J. Killerlane and, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, any Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder that the undersigned may be required to file as an director of American International Group, Inc. (the "Company").
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to each attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of July 2012.

Signature: /s/ Morris W. Offit

Morris W. Offit