FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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549	OMB APPROVAL

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

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

Derivative Security (Instr. 3) Price of Derivative Security Secur						or S	Section	on 30(h) of the	Investmer	nt Con	npany Act	of 1940							
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Hamendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by One Reporting Person Form: Direct Security (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Transaction (Instr. 3) 3. Transaction Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) A. Securities Median Derivative Securities Form: Direct Code (Instr. 4) Form: Direct Code (Instr. 4)					AMERICAN INTERNATIONAL GROUP						(Check	all applicabl Director	e)	10% C	wner				
AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) if any (Mont	(Last) (First) (Middle)															below)			
City (State) (Zip)													EVP & General Counsel						
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					Code	v	(A)	(D)				Title	Number of		Transaction	(s)			
Stock Unit \$32.4867 01/30/2013 MI 2,290,088367 07 Stock 2,290,0003 (7) 0,0000 D		\$32.48 ⁽¹⁾	01/30/2015		M		2,296.0883 ⁽²⁾		(3)		(3)		2,296.0883	(4)	0.0000	D			

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. Represents the payment in cash of \$112,209.84, before applicable taxes, in settlement of stock salary based on AIG's share price on January 30, 2015.
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.

/s/ Patricia M. Carroll, by POA for Thomas A. Russo

02/03/2015

** 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.