

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 5 )

-----  
TRANSATLANTIC HOLDINGS, INC.  
-----

(Name of Issuer)

-----  
COMMON STOCK, PAR VALUE \$1.00 PER SHARE  
-----

(Title of Class of Securities)

-----  
893521 10 4  
-----

(CUSIP Number)

KATHLEEN E. SHANNON  
VICE PRESIDENT AND SECRETARY  
AMERICAN INTERNATIONAL GROUP, INC.  
70 PINE STREET, NEW YORK, NEW YORK 10270 (212) 770-5123  
-----

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

-----  
JULY 2, 1998  
-----

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box / /.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AMERICAN INTERNATIONAL GROUP, INC.  
IRS NO. 13-2592361

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /  
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or (e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
INCORPORATED IN THE STATE OF DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,402,668
	8	SHARED VOTING POWER 17,146,120
	9	SOLE DISPOSITIVE POWER 5,402,668
	10	SHARED DISPOSITIVE POWER 17,146,120

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,146,120

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
49.5

14 TYPE OF REPORTING PERSON  
HC, CO

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
AMERICAN HOME ASSURANCE COMPANY  
IRS ID# 13-5124990

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (A) / /  
(B) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or (e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
INCORPORATED IN THE STATE OF NEW YORK

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	SHARED VOTING POWER 11,743,452
	9	SOLE DISPOSITIVE POWER
	10	SHARED DISPOSITIVE POWER 11,743,452

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,743,452

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
33.9

14 TYPE OF REPORTING PERSON  
IC, CO

## ITEM 1. Security and Issuer.

This Statement relates to the common stock, par value \$1.00 per share ("Common Stock"), of Transatlantic Holdings, Inc., a Delaware corporation ("Company"). This statement amends and supplements the Statement on Schedule 13D dated August 13, 1991, Amendment No. 1 to such Schedule 13D dated November 3, 1993, Amendment No. 2 to such Schedule 13D dated March 4, 1994, Amendment No. 3 to such Schedule 13D dated March 31, 1994 and Amendment No. 4 to such Schedule 13D dated November 21, 1995 (hereinafter collectively referred to as the "Schedule 13D"), previously filed by American International Group, Inc., a Delaware corporation ("AIG"), on behalf of itself and its wholly owned subsidiary, American Home Assurance Company, a New York corporation ("AHAC"). The principal executive offices of the Company are located at 80 Pine Street, New York, New York 10005.

## ITEM 2. Identity and Background.

(a) through (c). This statement is filed by AIG on behalf of itself and its wholly owned subsidiary, AHAC. AIG is a holding company which, through its subsidiaries, is primarily engaged in a broad range of insurance and insurance-related activities and financial services in the United States and abroad. AHAC is a multiple line insurance company which writes substantially all lines of property and casualty insurance in each state of the United States and abroad. The principal executive offices of AIG and AHAC are located at 70 Pine Street, New York, New York 10270.

Starr International Company, Inc., a private holding company incorporated in Panama ("SICO"), The Starr Foundation ("The Starr Foundation"), a New York not-for-profit corporation, and C.V. Starr & Co., Inc., a Delaware corporation ("Starr"), have the right to vote approximately 16.2%, 3.5% and 2.4%, respectively, of the outstanding common stock of AIG. The principal executive offices of SICO are located at 29 Richmond Road, Pembroke, Bermuda. The principal executive offices of The Starr Foundation and Starr are located at 70 Pine Street, New York, New York 10270. The directors and executive officers ("Covered Persons") of AIG, AHAC, SICO, The Starr Foundation and Starr, their business addresses and principal occupations are set forth in Exhibit B attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for each Covered Person is also the address of the principal employer for such Covered Person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Johnson, Manton, Milton, Sullivan and Edmund Tse, who are British subjects, Messrs. Cohen and McMillan who are Canadian subjects and Mr. Sakai, who is a Japanese citizen.

(d) and (e). During the last five years, none of AIG, AHAC, SICO, The Starr Foundation and Starr, or any of the Covered Persons, has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violations with respect to such laws.

ITEM 3. Source and Amount of Funds or Other Consideration.

During the period from June 8, 1998 through June 26, 1998, AIG purchased 208,900 additional shares of Common Stock for an aggregate purchase price of \$15,574,417. AIG used its available working capital to purchase the shares of Common Stock.

Future transactions may be executed on the New York Stock Exchange ("NYSE") or other exchanges or in the over-the-counter market and the purchase prices for such open market purchases ("Open Market Purchases") will be market prices when executed. AIG may also acquire shares of Common Stock in privately negotiated transactions ("Privately Negotiated Transactions", together with Open Market Purchases, "Secondary Market Purchases"). With respect to any Privately Negotiated Transactions, the purchase price and form of consideration will be as negotiated between AIG and the seller. See Item 4 below.

AIG would pay cash for Secondary Market Purchases. The aggregate amount of funds necessary to effectuate Secondary Market Purchases is not determinable, as it is dependent upon (i) the purchase prices discussed above and (ii) the number of shares of Common Stock purchased. AIG would obtain funding for any Secondary Market Purchases internally from working capital or, if external funding were used, from the capital markets in the form of commercial paper or medium-term notes.

ITEM 4. Purpose of Transaction.

(a) The relationship between AIG and the Company is more fully described in the Prospectus dated June 15, 1990 ("Prospectus"), included in the Company's Registration Statement (File No. 33-34433), as filed with the Securities and Exchange Commission in connection with the initial public offering of the Common Stock, and which is incorporated herein by reference in its entirety. AIG continually reviews its investment in the Company and, if an evaluation of market conditions, applicable regulatory requirements, and the Company's business prospects and future developments is favorable, may from time to time, determine to increase its equity position in the Company. The purchases of Common Stock by AIG described in paragraphs (a) and (b) of Item 5 below were made by AIG after the completion of such evaluation.

AIG from time to time may acquire additional shares of Common Stock, including in such amounts that AIG may obtain ownership of more than 50% of the outstanding shares of Common Stock and thereby control the Company. Such acquisitions may be accomplished through Open Market Purchases or in Privately Negotiated Transactions. Any such purchases will depend upon AIG's evaluation at such time of the Company's operating results and prospects, the market price for the Common Stock, the purchase price applicable to such Secondary Market Purchases and other factors, and there can be no assurance that any such purchases will occur or, if they occur, the timing or extent thereof.

On June 15, 1998, AIG filed with the United States Department of Justice and the Federal Trade Commission a Notification and Report under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "Act"), with respect to the Common Stock of the Company, stating that AIG presently has a good faith intention to acquire for cash, from time to time within one year following the termination of the waiting period with respect to the filing, additional shares of Common Stock, including in such amounts that AIG would obtain ownership of more than 50 percent of the outstanding voting securities of the Company, thereby obtaining control over the Company and allowing AIG to account for its investment in the Company on a consolidated basis. It is expected that acquisitions of shares of Common Stock by AIG would be accomplished through Secondary Market Transactions. AIG received notification of early termination of the waiting period under the Act on July 2, 1998.

(b) through (j). AIG currently has no plans or proposals to change the present Board of Directors or management of the Company or to change the Company's dividend policy, capitalization, certificate of incorporation or by-laws; however, AIG may from time to time reevaluate the desirability of proposing changes to the composition of the Company's Board of Directors to increase AIG's representation thereon. AIG currently has no plans or proposals

with respect to a reorganization, liquidation, sale of material assets or similar transaction involving the Company. AIG believes that any Secondary Market Purchases it may make the Company's Common Stock will not result in delisting of the shares of Common Stock from the New York Stock Exchange.

ITEM 5. Interest in Securities of Issuer.

(a) and (b). The information required by these paragraphs is set forth in Items 7 through 11 and 13 of each of the cover pages to this Amendment No. 5 to Schedule 13D and is based upon the number of Common Stock outstanding on March 31, 1998 as contained in the Quarterly Report on Form 10-Q of the Company for the quarter ended March 31, 1998.

(c). During the past 60 days, AIG acquired 208,900 shares of Common Stock as follows:

Date ----	Number of Shares Purchased -----	Average Price Per Share -----
06/08/98	3,000	\$74.8750
06/09/98	4,000	\$74.6875
06/10/98	6,000	\$74.6875
06/12/98	10,000	\$74.8125
06/12/98	131,300	\$74.2500
06/15/98	1,000	\$74.8750
06/16/98	22,800	\$74.9759
06/17/98	3,300	\$74.9318
06/19/98	15,000	\$74.9792
06/23/98	4,100	\$74.9375
06/25/98	1,000	\$75.0000
06/26/98	7,400	\$74.9595

The above purchases were made in Open Market Purchases. AIG, AHAC, SICO and Starr and, to the best of AIG's and AHAC's knowledge, the Covered Persons, have not engaged in any transactions in Common Stock within the past 60 days other than those transactions described above.

(d) and (e). Not applicable.

ITEM 6. Contracts, Arrangements, Understandings & Relationships With Respect to Securities of the Issuer.

Not applicable.

ITEM 7. Material to be Filed as Exhibits.

- (a) Agreement of Joint Filing dated as of August 13, 1991 by and between American International Group, Inc. and American Home Assurance Company. (Previously filed and incorporated herein by reference)
- (b) List of Directors and Executive Officers of AIG, AHAC, SICO, The Starr Foundation and Starr.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 9, 1998

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ KATHLEEN E. SHANNON  
-----  
Kathleen E. Shannon  
Vice President and Secretary

AMERICAN HOME ASSURANCE COMPANY

By: /s/ EDWARD E. MATTHEWS  
-----  
Edward E. Matthews  
Senior Vice President

## EXHIBIT INDEX

Exhibit	Description
A	Agreement of Joint Filing dated as of August 13, 1991 by and between American International Group, Inc. and American Home Assurance Company. (Previously filed and incorporated herein by reference)
B	List of Directors and Executive Officers of AIG, AHAC, SICO, The Starr Foundation and Starr.

## AMERICAN HOME ASSURANCE COMPANY

## DIRECTORS

Michael J. Castelli	American International Group, Inc. 70 Pine Street New York, New York 10270
Charles Dangelo	American International Group, Inc. 70 Pine Street New York, New York 10270
Florence A. Davis	American International Group, Inc. 70 Pine Street New York, New York 10270
Evan G. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
Larry D. Hollen	American Home Assurance Company 70 Pine Street New York, New York 10270
M.R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
John G. Hughes	American International Group, Inc. 70 Pine Street New York, New York 10270
David M. Hupp	American International Group, Inc. 70 Pine Street New York, New York 10270
Edwin A.G. Manton	American International Group, Inc. 70 Pine Street New York, New York 10270
Edward E. Matthews	American International Group, Inc. 70 Pine Street New York, New York 10270
Christian Milton	American International Group, Inc. 70 Pine Street New York, New York 10270
Michael Mitrovic	American International Group, Inc. 70 Pine Street New York, New York 10270

Kristian P. Moor	American International Group, Inc. 70 Pine Street New York, New York 10270
Win J. Neuger	American International Group, Inc. 70 Pine Street New York, New York 10270
Takaki Sakai	A.I.U. K.K. P.O. Box 951 Tokyo, Japan
Robert Sandler	American International Group, Inc. 70 Pine Street New York, New York 10270
B. Michael Schlenke	American International Group, Inc. 70 Pine Street New York, New York 10270
Howard I. Smith	American International Group, Inc. 70 Pine Street New York, New York 10270
Thomas R. Tizzio	American International Group, Inc. 70 Pine Street New York, New York 10270

## AMERICAN HOME ASSURANCE COMPANY

## EXECUTIVE OFFICERS

Thomas R. Tizzio 70 Pine Street New York, New York 10270	Chairman of the Board
Larry D. Hollen 70 Pine Street New York, New York 10270	President
Timothy P. Mitchell 70 Pine Street New York, New York 10270	Executive Vice President
Kristian P. Moor 70 Pine Street New York, New York 10270	Executive Vice President
Michael J. Castelli 70 Pine Street New York, New York 10270	Senior Vice President & Treasurer
Frank H. Douglas, Jr. 70 Pine Street New York, New York 10270	Senior Vice President & Actuary
David M. Hupp 70 Pine Street New York, New York 10270	Senior Vice President
William R. Jacobi 70 Pine Street New York, New York 10270	Senior Vice President
Vincent J. Masucci 777 S. Figueroa Street 18th Floor Los Angeles, California 90017	Senior Vice President
Edward E. Matthews 70 Pine Street New York, New York 10270	Senior Vice President

John F. Schumacher 70 Pine Street New York, New York 10270	Senior Vice President
Mark T. Willis 500 W. Madison Street Chicago, Illinois 60661	Senior Vice President
Robert Beier 70 Pine Street New York, New York 10270	Vice President
John J. Blumenstock 70 Pine Street New York, New York 10270	Vice President & Assistant Comptroller
Lawrence W. Carlstrom 70 Pine Street New York, New York 10270	Vice President
John G. Colona 70 Pine Street New York, New York 10270	Vice President
Robert K. Conry 70 Pine Street New York, New York 10270	Vice President
Brian S. Frisch 70 Pine Street New York, New York 10270	Vice President & Assistant Comptroller
Kumar Gursahaney 70 Pine Street New York, New York 10270	Vice President & Comptroller
Harold S. Jacobowitz 70 Pine Street New York, New York 10270	Vice President
Dee R. Klock 70 Pine Street New York, New York 10270	Vice President

Gary A. McMillan Vice President  
70 Pine Street  
New York, New York 10270

Christian M. Milton Vice President  
70 Pine Street  
New York, New York 10270

Win J. Neuger Vice President  
70 Pine Street  
New York, New York 10270

David B. Pinkerton Vice President  
70 Pine Street  
New York, New York 10270

Elizabeth M. Tuck Secretary  
70 Pine Street  
New York, New York 10270

## AMERICAN INTERNATIONAL GROUP, INC.

## DIRECTORS

M. Bernard Aidinoff	Sullivan & Cromwell 125 Broad Street New York, New York 10004
Lloyd M. Bentsen	Verner Liipfert Bernhard McPherson & Hand 2600 Texas Commerce Tower 600 Travis Street Suite 2600 Houston, Texas 77002
Pei-yuan Chia	298 Bedford - Banksville Road Bedford, New York 10506
Marshall A. Cohen	Cassels, Brock & Blackwell 40 King Street West 20th Fl. Toronto, Ontario M5H 3C2
Barber B. Conable, Jr.	P.O. Box 218 Alexander, New York 14005
Martin S. Feldstein	National Bureau of Economic Research, Inc. 1050 Massachusetts Avenue Cambridge, Massachusetts 02138
Leslie L. Gonda	International Lease Finance Corporation 1999 Avenue of the Stars Los Angeles, California 90067
Evan G. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
M. R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270

Carla A. Hills

Hills & Company  
1200 19th Street, N.W. - 5th Fl.  
Washington, DC 20036

Frank J. Hoenemeyer

7 Harwood Drive  
Madison, New Jersey 07940

Edward E. Matthews

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Dean P. Phypers

220 Rosebrook Road  
New Canaan, Connecticut 06840

Howard I. Smith

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Thomas R. Tizzio

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Edmund S.W. Tse

American International Assurance  
Co., Ltd.  
1 Stubbs Road  
Hong Kong

Frank G. Wisner

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

## AMERICAN INTERNATIONAL GROUP, INC.

## EXECUTIVE OFFICERS

M.R. Greenberg 70 Pine Street New York, New York 10270	Chairman & Chief Executive Officer
Thomas R. Tizzio 70 Pine Street New York, New York 10270	Senior Vice Chairman - General Insurance
Edward E. Matthews 70 Pine Street New York, New York 10270	Vice Chairman - Investments & Financial Services
Edmund S.W. Tse American International Assurance Co., Ltd. 1 Stubbs Road Hong Kong	Vice Chairman - Life Insurance
Frank G. Wisner 70 Pine Street New York, New York 10270	Vice Chairman - External Affairs
Evan G. Greenberg 70 Pine Street New York, New York 10270	President & Chief Operating Officer
Edwin A.G. Manton 70 Pine Street New York, New York 10270	Senior Advisor
John J. Roberts 70 Pine Street New York, New York 10270	Senior Advisor
Ernest E. Stempel 70 Pine Street New York, New York 10270	Senior Advisor

Robert B. Sandler  
70 Pine Street  
New York, New York 10270

Executive Vice President - Senior  
Casualty Actuary & Senior Claims Officer

Howard I. Smith  
70 Pine Street  
New York, New York 10270

Executive Vice President, Chief  
Financial Officer & Comptroller

William N. Dooley  
70 Pine Street  
New York, New York 10270

Senior Vice President - Financial Services

Lawrence W. English  
70 Pine Street  
New York, New York 10270

Senior Vice President - Administration

Axel I. Freudmann  
72 Wall Street  
New York, New York 10270

Senior Vice President - Human Resources

Win J. Neuger  
70 Pine Street  
New York, New York 10270

Senior Vice President & Chief  
Investment Officer

Martin J. Sullivan  
70 Pine Street  
New York, New York 10270

Senior Vice President -  
Foreign General Insurance

Florence A. Davis  
70 Pine Street  
New York, New York 10270

Vice President & General Counsel

Robert E. Lewis  
70 Pine Street  
New York, New York 10270

Vice President & Chief Credit Officer

Charles M. Lucas  
70 Pine Street  
New York, New York 10270

Vice President & Director of Market Risk  
Management

Frank Petralito II  
70 Pine Street  
New York, New York 10270

Vice President & Director of Taxes

Kathleen E. Shannon  
70 Pine Street  
New York, New York 10270

Vice President, Secretary &  
Associate General Counsel

John T. Wooster, Jr.  
70 Pine Street  
New York, New York 10270

Vice President - Communications

Carol A. McFate  
70 Pine Street  
New York, New York 10270

Treasurer

## STARR INTERNATIONAL COMPANY, INC.

## EXECUTIVE OFFICERS &amp; DIRECTORS

Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
Evan G. Greenberg Director	70 Pine Street New York, New York 10270
Maurice R. Greenberg Director & Chairman of the Board	70 Pine Street New York, New York 10270
Joseph C.H. Johnson Director, President & Treasurer	American International Building Richmond Road Pembroke 543 Bermuda
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director	70 Pine Street New York, New York 10270
L. Michael Murphy Director, Vice President & Secretary	American International Building Richmond Road Pembroke 543 Bermuda
John J. Roberts Director	70 Pine Street New York, New York 12070
Robert M. Sandler Director	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director	1 Stubbs Road Hong Kong

THE STARR FOUNDATION  
EXECUTIVE OFFICERS & DIRECTORS

M.R. Greenberg Director and Chairman	70 Pine Street New York, New York 10270
T.C. Hsu Director and President	70 Pine Street New York, New York 10270
Marion Breen Director and Vice President	70 Pine Street New York, New York 10270
John J. Roberts Director	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Gladys Thomas Vice President	70 Pine Street New York, New York 10270
Frank Teng Treasurer	70 Pine Street New York, New York 10270
Ida Galler Secretary	70 Pine Street New York, New York 10270

## C.V. STARR &amp; CO., INC.

## OFFICERS &amp; DIRECTORS

Houghton Freeman Director	1880 Mountain Road #14 Stowe, Vermont 05672
E.G. Greenberg Director & Executive Vice President	70 Pine Street New York, New York 10270
M.R. Greenberg Director, President & Chief Executive Officer	70 Pine Street New York, New York 10270
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director & Senior Vice President	70 Pine Street New York, New York 10270
John J. Roberts Director	70 Pine Street New York, New York 10270
Robert M. Sandler Director & Vice President	70 Pine Street New York, New York 10270
Howard I. Smith Director & Senior Vice President	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director & Senior Vice President	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director & Senior Vice President	1 Stubbs Road Hong Kong
Gary Nitzsche Treasurer	70 Pine Street New York, New York 10270
Kathleen E. Shannon Secretary	70 Pine Street New York, New York 10270