

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>GREENBERG MAURICE R</b>  (Last) (First) (Middle) <b>399 PARK AVENUE</b> <b>17TH FLOOR</b>  (Street) <b>NEW YORK NY 10022</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN INTERNATIONAL GROUP INC [AIG]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2007</b>	
	4. 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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2007		S		118,000	D	\$69.75	27,382,000	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		11,500	D	\$69.76	27,370,500	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		2,700	D	\$69.77	27,367,800	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		8,400	D	\$69.78	27,359,400	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		67,800	D	\$69.8	27,291,600	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		30,400	D	\$69.81	27,261,200	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		10,200	D	\$69.82	27,251,000	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		1,000	D	\$69.85	27,250,000	I	See Footnote <sup>(1)</sup>
Common Stock	03/02/2007		S		89,500	D	\$70	27,160,500	I	See Footnote <sup>(1)</sup>
Common Stock	03/05/2007		S		60,500	D	\$70	27,100,000	I	See Footnote <sup>(1)</sup>
Common Stock								9,310,328	D	
Common Stock								111,004	I	See Footnote <sup>(2)</sup>
Common Stock								2,987,308	I	See Footnote <sup>(3)(4)</sup>
Common Stock								18,644,278	I	See Footnote <sup>(3)(5)</sup>
Common Stock								371,507	I	See Footnote <sup>(6)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative (Instr. 3)	2. Conversion Date (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V (Instr. 8)	(A) or (D) (Instr. 3, 4 and 5)	Date Exercisable (Month/Day/Year)	Expiration Date (Month/Day/Year)	Title of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares (Instr. 5)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Beneficial Ownership (Instr. 4)
<p>1. Following the indicated transactions, 27,100,000 shares of American International Group, Inc. ("AIG") common stock are owned by Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, a Florida limited liability company whose sole member is the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc., a Florida corporation whose common stock is held by Mr. and Mrs. Greenberg as tenants by the entireties.</p> <p>2. Shares of common stock of AIG are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts.</p> <p>3. Mr. Greenberg owns 24.082% of the total outstanding shares of common stock of C. V. Starr &amp; Co., Inc. ("CV Starr"). As of the close of business on March 5, 2007, CV Starr beneficially owned 12,404,798 shares of AIG common stock, excluding 18,644,278 shares of AIG common stock that are owned by C. V. Starr &amp; Co., Inc. Trust (the "CV Starr Trust"), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.</p> <p>4. As a result of the factors discussed in footnote 3 above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of AIG common stock beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest that he may be deemed to have in shares of AIG common stock beneficially owned by CV Starr would not exceed the percentage of his common stock ownership of CV Starr. Accordingly, Mr. Greenberg has reported only the effect on his proportionate interest in CV Starr of transactions by CV Starr in its common stock. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.</p> <p>5. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the CV Starr Trust.</p> <p>6. 371,507 shares of common stock of AIG are owned by The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. (the "Greenberg Foundation"), of which Mr. Greenberg is chairman of the board of directors. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation.</p>													

**Remarks:**

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of him being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/ Bertil P-H Lundqvist,  
Attorney-in-Fact; /s/ Leif B.  
King, Attorney-in-Fact for  
Maurice R. Greenberg

03/07/2007

\*\* 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.

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