

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>C V STARR & CO INC</u> (Last) (First) (Middle) <u>399 PARK AVENUE</u> <u>17TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC</u> [<u>AIG</u>] 3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2008</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <u>X</u> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	12/05/2008		J(1)(2)(3)(4)		2,917,916	D	\$0(1)(2)(3)(4)	10,507,832	D	
Common Stock								8,580,850	I	See Footnote ⁽⁵⁾

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Variable Prepaid Forward Contract	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	12/05/2008		J ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾			2,917,916	⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	Common Stock	2,917,916 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	\$0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	0 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾	D	

Explanation of Responses:

1. On November 21, 2005, C. V. Starr & Co., Inc. (?CV Starr?) entered into a variable prepaid forward sale contract (the ?Citi Contract?) for up to 2,917,916 shares (the ?Maximum Number?) of American International Group, Inc. common stock (the ?Common Stock?) pursuant to a Master Terms and Conditions for Pre-Paid Forward Contracts, dated as of November 15, 2005, by and between CV Starr and Citibank, N.A. (?Citibank?).

2. The Citi Contract provided that the number of shares of Common Stock deliverable to Citibank by CV Starr at settlement would be based upon the Relevant Price (as defined in the Citi Contract) for each of the 10 Scheduled Trading Days (as defined in the Citi Contract) prior to and including December 5, 2008 (the ?Valuation Dates?) as follows: (a) if the Relevant Price of the Common Stock (the ?Settlement Price?) were less than or equal to \$66.8540 (the ?Forward Floor Price?), a delivery of 1/10 of the Maximum Number of shares of Common Stock, subject to rounding; -- CONTINUES ONTO THE NEXT FOOTNOTE

3. CONTINUED FROM THE PREVIOUS FOOTNOTE -- (b) if the Settlement Price were greater than the Forward Floor Price but less than or equal to \$86.9102 (the ?Forward Cap Price?), a delivery of shares equal to (i) the Forward Floor Price divided by the Settlement Price times (ii) 1/10 of the Maximum Number of shares of Common Stock, subject to rounding; and (c) if the Settlement Price is greater than the Forward Cap Price, a delivery of shares equal to (i) (A) the Forward Floor Price plus (B) the Settlement Price minus the Forward Cap Price, divided by (ii) the Settlement Price, times (iii) 1/10 of the Maximum Number of shares of Common Stock, subject to rounding.

4. The Settlement Price on each of the Valuation Dates ranged from a high of \$1.98 to a low of \$1.56, resulting in CV Starr delivering to Citibank the Maximum Number of shares of Common Stock

5. CV Starr may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of Common Stock held by the C.V. Starr & Co., Inc. Trust, of which CV Starr is a beneficiary.

Remarks:

CV Starr may be deemed to beneficially own more than 10% of the Common Stock under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of it being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/Bertil P-H Lundqvist, Attorney- 12/09/2008
In-Fact

/s/Mike F. Huang, Attorney-In- 12/09/2008
Fact

** 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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