

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 3, 2010

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-8787

(Commission File Number)

13-2592361

(IRS Employer Identification No.)

70 Pine Street  
New York, New York 10270

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 770-7000

\_\_\_\_\_  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **Section 8 — Other Events**

### **Item 8.01. Other Events.**

On February 4, 2010, American International Group, Inc. and International Lease Finance Corporation (“ILFC”) issued a press release announcing that Steven F. Udvar-Hazy will retire as a director, Chief Executive Officer and employee of ILFC, effective February 5, 2010, and that the ILFC Board of Directors is considering the long-term management of ILFC and has named John L. Plueger, currently President and Chief Operating Officer of ILFC, as acting Chief Executive Officer. The press release is attached as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

## **Section 9 — Financial Statements and Exhibits**

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release issued by American International Group, Inc., and International Lease Finance Corporation, dated February 4, 2010.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN INTERNATIONAL GROUP, INC.**  
(Registrant)

Date: February 4, 2010

By: /s/ Kathleen E. Shannon \_\_\_\_\_  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Secretary

Contact: Mark Herr (News Media)  
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212-770-7074

**ILFC CEO STEVEN UDVAR-HAZY TO RETIRE**  
**AIG NAMES JOHN PLUEGER ACTING CEO OF ILFC**

NEW YORK, February 4, 2010 — American International Group, Inc. (AIG) and International Lease Finance Corporation (ILFC) announced today that Steven F. Udvar-Hazy will retire as director and chief executive officer of ILFC, effective February 5, 2010.

“On behalf of AIG, I would like to thank Steve for his tireless service to ILFC,” said Robert H. Benmosche, AIG President and Chief Executive Officer. “We are grateful for the work he has done to continue ILFC’s leadership in the industry.”

The ILFC Board is considering the long-term management of ILFC, and President John Plueger will succeed Mr. Udvar-Hazy as acting CEO. Mr. Benmosche said that AIG expects a smooth transition. Mr. Plueger has worked at ILFC for 23 years and has served as its President and Chief Operating Officer since 1995. In his current role, Mr. Plueger has been responsible for organizing ILFC’s worldwide sales and marketing efforts, its relationships with the major airframe and engine manufacturers, and all company support for those activities.

Prior to joining ILFC, Mr. Plueger was a Certified Public Accountant with Price Waterhouse and also held financial positions with various companies. Mr. Plueger received a Bachelor of Arts degree from University of California Los Angeles.

Douglas M. Steenland, former president and chief executive officer of Northwest Airlines Corporation, who became ILFC’s non-executive chairman in December 2009, will continue as non-executive chairman. Mr. Steenland, who joined the ILFC board in September 2009, is also a member of the AIG board.

“ILFC and AIG are confident in the long term potential of ILFC as a leader in its marketplace,” Mr. Benmosche said. “ILFC and AIG, overseen by the special committee of ILFC’s Board, have worked to enhance ILFC’S long term potential, including its funding requirements and to manage its portfolio in the best interests of all ILFC constituencies. We anticipate selling some ILFC assets in the future, and we continue to review other options, including accessing the capital markets through secured debt financing.”

Mr. Hazy founded ILFC in 1973 with Leslie and Lou Gonda. AIG acquired ILFC in 1990.

#### **About ILFC**

ILFC, headquartered in Los Angeles, California, is the international market leader in the leasing and remarketing of advanced technology commercial jet aircraft to airlines around the world. ILFC owns a portfolio consisting of more than 1,000 jet aircraft.

—more—

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

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### **About AIG**

American International Group, Inc. (AIG), a world leader in insurance and financial services, is the leading international insurance organization with operations in more than 130 countries and jurisdictions. AIG companies serve commercial, institutional and individual customers through the most extensive worldwide property-casualty and life insurance networks of any insurer. In addition, AIG companies are leading providers of retirement services, financial services and asset management around the world. AIG's common stock is listed on the New York Stock Exchange, as well as the stock exchanges in Ireland and Tokyo.

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