

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-----
FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933
-----AMERICAN INTERNATIONAL GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)13-2592361
(I.R.S. EMPLOYER
IDENTIFICATION NO.)70 PINE STREET, NEW YORK, NEW YORK 10270
(ADDRESS, INCLUDING ZIP CODE, OF PRINCIPAL EXECUTIVE OFFICES)HSB GROUP, INC. 1995 STOCK OPTION PLAN
HSB GROUP, INC. 1985 STOCK OPTION PLAN
HSB GROUP, INC. EMPLOYEES' THRIFT INCENTIVE PLAN
(FULL TITLE OF THE PLANS)KATHLEEN E. SHANNON
VICE PRESIDENT AND SECRETARY
70 PINE STREET
NEW YORK, NEW YORK 10270
(212) 770-7000
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)-----
CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED (1)	AMOUNT TO BE REGISTERED (2)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (3)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (3)	AMOUNT OF REGISTRATION FEE
COMMON STOCK, PAR VALUE \$2.50 PER SHARE	535,000	\$95.5625	\$51,125,938	\$12,781.48

1. This Registration Statement registers (i) shares of common stock, par value \$2.50 per share, of the Registrant issuable under the HSB Group, Inc. 1995 Stock Option Plan, the HSB Group, Inc. 1985 Stock Option Plan and the HSB Group, Inc. Employees' Thrift Incentive Plan and (ii) interests in the HSB Group, Inc. Employees' Thrift Incentive Plan.
2. This Registration Statement also relates to an indeterminate number of additional shares of common stock that may be issued pursuant to anti-dilution and adjustment provisions of the HSB Group, Inc. 1995 Stock Option Plan, the HSB Group, Inc. 1985 Stock Option Plan and the HSB Group, Inc. Employees' Thrift Incentive Plan.
3. Estimated solely for the purpose of calculating the registration fee. Such estimates have been computed in accordance with rule 457(h) and are based upon the average of the high and low sales prices of the common stock of the Registrant on December 21, 2000 as reported on the New York Stock Exchange Composite Tape. Pursuant to Rule 457(h)(2), no separate fee is payable with respect to the registration of interests in the HSB Group, Inc. Employees' Thrift Incentive Plan.

EXPLANATORY NOTE

Pursuant to General Instruction E to Form S-8, this Registration Statement registers additional securities of the same class as other securities for which a registration statement, also filed on Form S-8 and relating to the HSB Group, Inc. 1995 Stock Option Plan, the HSB Group, Inc. 1985 Stock Option Plan and the HSB Group, Inc. Employees' Thrift Incentive Plan (together, in each case as amended, the "Plans"), is effective. Therefore, this Registration Statement consists only of the following: the facing page, the required opinions and consents and the signature page.

This Registration Statement hereby incorporates by reference the contents of the Registrant's Post-Effective Amendment No. 1 to Form S-4 on Form S-8 (File No. 333-45828), as filed with the Securities and Exchange Commission on November 22, 2000. After giving effect to this filing, an aggregate of 1,629,714 shares of AIG common stock have been registered for issuance pursuant to the Plans.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

The following are filed as exhibits to this registration statement:

EXHIBIT NUMBER -----	DESCRIPTION -----	LOCATION -----
5	Opinion re validity of Plan interests.....	Filed herewith.
23	Consents of experts and counsel	
	(a) PricewaterhouseCoopers LLP.....	Filed herewith.
	(b) Roberta A. O'Brien.....	Included in Exhibit 5.
24	Power of Attorney.....	Included in signature pages.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York and State of New York, on the 29th day of December, 2000.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ M.R. GREENBERG

(M. R. Greenberg, Chairman)

KNOW ALL MEN BY THESE PRESENTS: that each person whose signature appears below constitutes and appoints M. R. Greenberg, Edward E. Matthews and Howard I. Smith, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/S/ M.R. GREENBERG ----- (M.R. Greenberg)	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	December 29, 2000
/S/ HOWARD I. SMITH ----- (Howard I. Smith)	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)	December 29, 2000

Signature

Title

Date

/S/ MICHAEL J. CASTELLIVice President and Comptroller
(Principal Accounting Officer)

December 29, 2000

(Michael J. Castelli)

/S/ M. BERNARD AIDINOFF

Director

December 29, 2000

(M. Bernard Aidinoff)

Director

(Eli Broad)

/S/ PEI-YUAN CHIA

Director

December 29, 2000

(Pei-yuan Chia)

Director

(Marshall A. Cohen)

/S/ BARBER B. CONABLE, JR.

Director

December 29, 2000

(Barber B. Conable, Jr.)

/S/ MARTIN S. FELDSTEIN

Director

December 29, 2000

(Martin S. Feldstein)

Director

(Ellen V. Futter)

Director

(Leslie L. Gonda)

Signature

Title

Date

/S/ CARLA A. HILLS

Director

December 29, 2000

(Carla A. Hills)

/S/ FRANK J. HOENEMEYER

Director

December 29, 2000

(Frank J. Hoenemeyer)

/S/ EDWARD E. MATTHEWS

Director

December 29, 2000

(Edward E. Matthews)

/S/ THOMAS R. TIZZIO

Director

December 29, 2000

(Thomas R. Tizzio)

Director

(Edmund S.W. Tse)

Director

(Jay S. Wintrob)

Director

(Frank G. Wisner)

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Administrative Committee for the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized, in the City of Hartford and State of Connecticut, on the 29th day of December, 2000.

The HSB Group, Inc. Employees' Thrift Incentive Plan

By: /S/ JODI L. LUSSIER

Jodi L. Lussier,
Plan Administrator

EXHIBIT INDEX

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[Letterhead of HSB Group, Inc.]

December 29, 2000

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

Ladies and Gentlemen:

In reference to the Registration Statement on Form S-8 of American International Group, Inc. (hereinafter the "Company") which is being filed with the Securities and Exchange Commission in connection with the registration of participation interests (the "Participation Interests") to be offered under the HSB Group, Inc. Employees' Thrift Incentive Plan (the "Plan"), you have asked my opinion on the validity of the issuance of the Participation Interests being registered.

In rendering this opinion, I, or attorneys under my supervision, have examined the Plan, and such other corporate records, certificates and other documents, and such questions of law, which I deem necessary under the circumstances.

Based on the foregoing, I am of the opinion that the Participation Interests, when issued pursuant to the Plan, will be duly and validly issued, fully-paid and non-assessable.

The foregoing opinion is limited to the Federal laws of the United States and the laws of the State of Connecticut, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I hereby consent to the inclusion in said Registration Statement of this opinion as an exhibit thereto. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

Sincerely yours,

/S/ ROBERTA A. O'BRIEN

Roberta A. O'Brien
Deputy General Counsel
HSB Group, Inc.

EXHIBIT 23(a)

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 9, 2000 relating to the consolidated financial statements and financial statement schedules of American International Group, Inc. and its subsidiaries, which appear in American International Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

PricewaterhouseCoopers LLP

New York, New York
December 29, 2000