FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gion, D.C. 20049	OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction Shape of 3. Deemed Shape of 5. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction Shape of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 12.	1. Name and Address of Reporting Person* Miller Henry S					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]							eck all applic	rable)	erson(s) to Iss	vner pecify
(Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction Amount (A) or Price (D) or Indirect (D) or Indirect (D) or Indirect (D) owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 13	AMERICAN INTERNATIONAL GROUP, INC.				. 0	` ' '							below)	, 		
2. Transaction Date (Month/Day/Year) 2. Transaction Date (Inding Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction 3. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10.	NEW YO				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	Form filed by One Reporting Person Form filed by More than One Reporting			
Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year) Execution Date, if any (Month/Day/Year) Disposed Of (D) (Instr. 3, 4 and Owned Following Reported Transaction(s) (Instr. 3 and 4) Owned Following Reported Transaction(s) (Instr. 3 and 4) Owned (Instr. 4 and India Exercise) Owned (Instr. 5 and 4 and India Exercise) Owned (Instr. 6 and India Exercise) Owned (In			Tal	ble I - Non-D	Derivativ	ve Se	curities	Acc	quired, Di	sposed o	f, or Ber	eficiall	y Owned			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 13.	Date		Date (Month/Day/Year)		Execution Date, if any		Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)			Securitie Beneficia Owned F	es Form ally (D) (Following (I) (I	m: Direct or Indirect instr. 4)	7. Nature of Indirect Beneficial Ownership			
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11									Code V	Amount	(A) or (D)	Price	Transact	ion(s)		(Instr. 4)
													Owned			
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Code V (A) (D) Exercisable Date Expiration Date Title Shares									Date	Evniration		or Number				
Deferred Stock Unit (1) 05/16/2012 A 1,642(1) (1) (1) Common Stock 1,642 (1) 4,480(2) D					Code	v	(A)	(D)			Title					

1. Grant of deferred stock units pursuant to the American International Group, Inc. ("AIG") 2010 Stock Incentive Plan (the "2010 Plan"). Subject to the terms of the Plan and the related award agreement, shares of AIG Common Stock underlying the deferred stock units will be deliverable, without any cash consideration or conditions, on the last trading day of the month in which the director ceases to be a director of AIG. The award includes dividend equivalent rights payable in the form of deferred stock units.

2. Reflects deferred stock units previously granted pursuant to the 2010 Plan.

Henry S. Miller by Eric N. Litzky, Attorney-in-Fact

05/18/2012

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.