

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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|--|--|--|
| 1. Name and Address of Reporting Person* <u>Dachille Douglas A.</u> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET (Street) NEW YORK NY 10038 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/28/2018</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | |

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 |
| 2015 Performance Share Units | (1) | 06/28/2018 | | A | | 66 ⁽¹⁾ | | (1) | (1) | Common Stock | 66 | (1) | 11,493 | D | |
| 2017 Restricted Stock Units | (2) | 06/28/2018 | | A | | 111 ⁽²⁾ | | (2) | (2) | Common Stock | 111 | (2) | 19,200 | D | |
| 2018 Restricted Stock Units | (3) | 06/28/2018 | | A | | 156 ⁽³⁾ | | (3) | (3) | Common Stock | 156 | (3) | 26,895 | D | |
| Restricted Stock Units | (4) | 06/28/2018 | | A | | 651 ⁽⁴⁾ | | (4) | (4) | Common Stock | 651 | (4) | 112,004 | D | |

Explanation of Responses:

- These securities are dividend equivalent rights in the form of 2015 Performance Share Units with respect to 2015 Performance Share Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan and earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units vest one-third in January of each of 2018, 2019 and 2020 and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2017 Restricted Stock Units with respect to 2017 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2017 Restricted Stock Units vest in January 2020, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of 2018 Restricted Stock Units with respect to 2018 Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The 2018 Restricted Stock Units vest in January 2021, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.
- These securities are dividend equivalent rights in the form of Restricted Stock Units with respect to Restricted Stock Units previously awarded under the American International Group, Inc. 2013 Omnibus Incentive Plan. The Restricted Stock Units vest in March 2019, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock on a 1 to 1 basis.

/s/ James J. Killerlone III, by 07/02/2018
POA for Douglas A. Dachille

** 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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