

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): November 24, 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.)

**180 Maiden Lane
New York, New York 10038**

(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))

Item 8.01. Other Events.

On November 24, 2010, American International Group, Inc. issued a press release announcing the final results of its offer to exchange up to 74,480,000 of its Equity Units consisting of Corporate Units. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press release dated November 24, 2010

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: November 24, 2010

By: /s/ Kathleen E. Shannon
Name: Kathleen E. Shannon
Title: Senior Vice President and Deputy General Counsel

EXHIBIT INDEX

<u>Exhibit No</u>	<u>Description</u>
Exhibit 99.1	Press release dated November 24, 2010



News Release

Contact: Mark Herr
News Media
(O): 212-770-3505
(C): 718-685-9348

Teri Watson
Investment Community
212-770-7074

AIG ANNOUNCES RESULTS OF OFFER TO EXCHANGE ITS EQUITY UNITS

NEW YORK, On November 24, 2010, American International Group, Inc. (AIG) announced the final results of its previously announced offer to exchange up to 74,480,000 of its Equity Units consisting of Corporate Units for consideration per Corporate Unit equal to 0.09867 shares of its common stock plus \$3.2702 in cash. The exchange offer expired at 11:59 p.m., New York City time, on November 23, 2010.

AIG has been advised by Global Bondholder Services Corporation, the information and exchange agent for the exchange offer, that 49,474,600 Corporate Units have been validly tendered and not withdrawn as of the expiration of the exchange offer, all of which have been accepted for exchange by AIG.

In accordance with the terms of the exchange offer, AIG will deliver approximately 4,881,667 shares of its common stock and pay approximately \$161.8 million in cash in exchange for the tendered and accepted Corporate Units. The consideration will be delivered promptly by the information and exchange agent.

Following the completion of the exchange offer, a total of 28,925,400 Corporate Units will remain outstanding.

This press release shall not constitute an offer to sell or exchange or the solicitation of an offer to buy or exchange, nor shall there be any sale or exchange of, the common stock in any state or other jurisdiction in which such an offer, solicitation, sale, exchange or purchase would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

BofA Merrill Lynch, Citi, Deutsche Bank Securities, J.P. Morgan, BNP PARIBAS, Credit Suisse, Morgan Stanley and UBS Investment Bank are acting as dealer managers for the exchange offer. Global Bondholder Services Corporation is acting as information and exchange agent for the exchange offer. Information concerning the terms of the exchange offer, including answers to questions regarding the payment of the exchange consideration, may be obtained by contacting BofA Merrill Lynch at 888-292-0070 (toll-free) or 980-683-3215 (collect) or Citi at 800-558-3745 (toll-free) or 212-723-6106 (collect). Copies of the registration statement, exchange offer prospectus, letter of transmittal and other materials related to the exchange offer, may be obtained at no charge from the information and exchange agent at 212- 430-3774 (collect) or 866-873-7700 (toll-free) or from the Securities and Exchange Commission's Web site at www.sec.gov.

#

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

#