

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MARTIN RODNEY O JR</u>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/24/2009</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>2929 ALLEN PARKWAY</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>HOUSTON TX 77019</u>								
(City) (State) (Zip)								

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			
Common Stock	12/28/2009		A		16,028 ⁽¹⁾	A	\$31.5	17,901	D	
Common Stock	12/28/2009		A		15,199 ⁽²⁾	A	\$31.5	33,100	D	
Common Stock								51	I	By IRA
Common Stock								56	I	Held by wife's IRA

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
Restricted Stock Unit	\$30.12	12/24/2009		A		73,775 ⁽³⁾		(3)	(3)	Common Stock	73,775	\$0 ⁽³⁾	73,775	D	
Restricted Stock Unit	\$30.12	12/24/2009		A		25,238 ⁽⁴⁾		(4)	(4)	Common Stock	25,238	\$0 ⁽⁴⁾	99,013	D	
Restricted Stock Unit	\$31.5	12/28/2009		A		24,761 ⁽⁵⁾		(5)	(5)	Common Stock	24,761	\$0 ⁽⁵⁾	24,761	D	

Explanation of Responses:

- These shares are restricted from transfer until December 28, 2012 pursuant to the Restricted Stock Award Agreement with the Company dated December 28, 2009. This award reflects 27,619 shares less 11,591 shares withheld for taxes.
- These shares are restricted from transfer until March 15, 2011 pursuant to the Restricted Stock Award Agreement with the Company dated December 28, 2009. This award reflects 26,190 shares less 10,991 shares withheld for taxes.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the third anniversary of the deemed grant date, and will be paid on the next payroll date after the amount is determined. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2009, with the appropriate part deemed granted on each of the regular 2009 payroll dates. This award reflects 75,697 shares less the 1,922 shares withheld for taxes.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, and will be paid on the next payroll date after the amount is determined. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2009, with the appropriate part deemed granted on each of the regular 2009 payroll dates. This award reflects 25,896 shares less the 658 shares withheld for taxes.
- This award represents RSUs that will vest on the second anniversary of grant. Thereafter, the RSUs will be payable in cash based on AIG's share price on the first date ON OR AFTER THE THIRD ANNIVERSARY OF THE GRANT DATE that: (i) with respect to 25% of the RSUs, AIG has repaid at least 25% of the aggregate financial assistance received under the Troubled Asset Relief Program (the "TARP Assistance"), (ii) with respect to an additional 25% of the RSUs, AIG has repaid at least 50% of the TARP Assistance, (iii) with respect to an additional 25% of the RSUs, AIG has repaid at least 75% of the TARP Assistance, and (iv) with respect to the remainder of the RSUs, AIG has repaid 100% of the TARP Assistance. In each case, the RSUs will be paid promptly after the amount is determined.

Remarks:

/s/ Kathleen E. Shannon, by
POA for Rodney O. Martin Jr. 12/29/2009

** 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.