FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OM	B APPROVAL

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ı	hours per response:	0.5

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

(Last) (First) (Middle) 180 MAIDEN LANE (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities (Month/Day/Year) Table II - Non-Derivati	Name and Address of Reporting Person* Conference Sid					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Security Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Security Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities (horizon) Table of Securities Acquired (for portative Security Security Security Security	Sankaran Sid ————————————————————————————————————											X		ve title					
City (State Cip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities S						` ' '								J ' '					
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1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Mon	(City)	()	State)	(Zip)										roilli lilec	T by More	than O	ne Reporting	y r erson	
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Restricted Stock Unit \$31.44(1) 07/13/2012 A Lode V (A) (D) Exercisable Exercisable Date Expiration Date Title Amount or Number of Shares Transaction(s) (Instr. 4) 8 31.44(1) 07/13/2012 A 2,846.4487(2) (3) (3) Common Stock 2,846.4487 (4) 2,846.4487 D	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Code (Instr.		Derivative Securities Acquired (A) or Disposed of (D)		Expiration Date		Securities Und ar) Derivative Sec		Underlying Security	Derivative Security	derivativ Securitie Benefici Owned Followin	re es ally	Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Stock Unit \$31.44(1) 0//13/2012 A 2,846.448/(1) (3) Stock 2,846.448/ (4) 2,846.448/ (5)					Code	v	(A)					Title	Number of		Transaction(s)				
	Restricted Stock Unit	\$31.44 ⁽¹⁾	07/13/2012		A		2,846.4487 ⁽²⁾		(3)		(3)		2,846.4487	(4)	2,846.4	1487	D		

- $1. \ Represents \ AIG's \ share \ price \ on \ the \ date \ of \ grant; \ these \ securities \ do \ not \ carry \ a \ conversion \ or \ exercise \ price.$
- 2. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 2,915.6064 shares less 69.1578 shares withheld for taxes.
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.

/s/ Patricia M. Carroll, by POA 07/17/2012 for Sid Sankaran

** 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.