

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

| 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

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|---|--|---|---|
| 1. Name and Address of Reporting Person* <u>GREENBERG MAURICE R</u> (Last) (First) (Middle) <u>399 PARK AVENUE, 17TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) <u>06/05/2009</u> | 3. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u> | |
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year) 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 |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 27,217 | I | See Footnote ⁽¹⁾ |
| Common Stock | 16,019 | I | See Footnote ⁽²⁾⁽³⁾ |

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
| | Date Exercisable | Expiration Date | | | | |
| Option to Buy | 09/15/1999 | 09/15/2009 | Common Stock | 225,000 | 60.125 | D |
| Option to Buy | 12/14/2000 | 12/14/2010 | Common Stock | 200,000 | 96.5625 | D |
| Option to Buy | 12/13/2001 | 12/13/2011 | Common Stock | 375,000 | 79.61 | D |
| Option to Buy | 12/16/2002 | 12/16/2012 | Common Stock | 375,000 | 61.3 | D |
| Option to Buy | 02/10/2003 | 02/10/2013 | Common Stock | 375,000 | 47 | D |
| Option to Buy | 12/17/2003 | 12/17/2013 | Common Stock | 375,000 | 63.95 | D |
| Option to Buy | 12/16/2004 | 12/16/2014 | Common Stock | 375,000 | 64.47 | D |

Explanation of Responses:

- Shares of AIG common stock are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts.
- Mr. Greenberg owns 27.27% of the total outstanding shares of common stock of C. V. Starr & Co., Inc. ("CV Starr"). As of the close of business on June 5, 2009, CV Starr beneficially owned 58,744 shares of AIG common stock.
- As a result of the factors discussed in footnote 2 above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of AIG common stock beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest that he may be deemed to have in shares of AIG common stock beneficially owned by CV Starr would not exceed the percentage of his common stock ownership of CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.

Remarks:

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as a result of his being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/Mike F. Huang, Attorney-In-Fact 06/10/2009

/s/Bertil P-H Lundqvist, Attorney-In-Fact 06/10/2009

** 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 5 (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.