$\square$ 

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See
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

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response:	0.5
Estimated average burden	

			3	
1. Name and Address of Reporting Person <sup>*</sup> <u>C V STARR &amp; CO INC</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [ AIG ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title Other (specify below) below)
(Last) (First) 399 PARK AVENUE 17TH FLOOR		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/11/2006	below, below,
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street) NEW YORK	NY	10022		X Form filed by One Reporting Person Form filed by More than One Reporting Person
(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)	Transaction D Code (Instr.		4. Securities Disposed Of			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/11/2006		S		100,000	D	\$64.4942	22,532,968	D	
Common Stock	09/11/2006		S		100,000	D	\$64.6508	22,432,968	D	
Common Stock	09/12/2006		S		100,000	D	\$64.9097	22,332,968	D	
Common Stock	09/12/2006		S		100,000	D	\$65.2657	22,232,968	D	
Common Stock								18,644,278	Ι	See Footnote <sup>(1)</sup>

# 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. Transa Code ( 8)		of Ex		6. Date Exerc Expiration Da (Month/Day/N	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	Amount or Number of Shares				

Explanation of Responses:

1. C. V. Starr & Co., Inc. ("CV Starr") may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of American International Group, Inc. common stock held by the C. V. Starr & Co., Inc. Trust, of which CV Starr is a beneficiary.

#### Remarks:

CV Starr 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 it being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

<u>/s/ Bertil P-H Lundqvist,</u>

Attorney-in-Fact; /s/ Leif B. King, Attorney-in-Fact for C.V. Starr & Co., Inc.

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.