FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL										
OMB Number:	3235-028									
Estimated average burden										

hours per response:

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

Filed nursuant to Section 16(a) of the Securities Eychange Act of 1934

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative Price of Derivative Security Instr. 3) Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative Securities (Month/Day/Year) Transaction Or Exercise Price of Derivative Securities (Month/Day/Year) Toda V Amount (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Securities (Month/Day/Year) Transaction Or Exercise (Month/Day/Year) Transaction Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3 and 4) Toda V Amount (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative Securities (Month/Day/Year) Transaction Ownership Form: Derivative Security (Instr. 3) Derivative Security (Instr. 4) Toda V Amount (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Date (Month/Day/Year) Title of Securities (Month/Day/Year) Transaction (S) (Instr. 4) Transaction (S) (Instr. 4) Toda (Instr. 4) Title and Amount of Securities Underlying Derivative Security (Instr. 5) Title and Amount of Securities Underlying Derivative Security (Instr. 5) Title of Date (Month/Day/Year) Toda (Title and Amount of Securities Underlying Derivative Security (Instr. 4) Toda (Title and Amount of Securities Underlying Derivative Security (Instr. 4) Toda (Title and Amount of Securities Underlying Derivative Security (Instr. 4) Toda (Title and Amount of Securities Underlying Derivative Security (Instr. 4)	msuuc	uon 1(b).			Filec								pany Act			934							
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City	AMERICAN INTERNATIONAL GROUP, INC.					07/											1 ' ' I						
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Date Exercisable

07/01/2005

Expiration Date

07/01/2005

Title

Common

Explanation of Responses:

\$60.59

1. No shares were issued because the exercise price exceeded the market price for the shares on the date the shares were issuable.

Remarks:

Employee Stock Purchase

Plan

By: /s/ Kathleen E. Shannon, by power of attorney for

Number

of Shares

165

(1)

0.0000

07/05/2005

D

** 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).

07/01/2005

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Code ٧

M

(A) (D)

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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.