
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-2592361

(I.R.S. Employer Identification Number)

70 Pine Street

New York, New York 10270

(212) 770-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Kathleen E. Shannon, Esq.

Senior Vice President, Secretary and Deputy General Counsel

American International Group, Inc.

70 Pine Street

New York, New York 10270

(212) 770-7000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Robert W. Reeder III

Ann Bailen Fisher

Robert S. Risoleo

Sullivan & Cromwell LLP

125 Broad Street

New York, New York 10004

(212) 558-4000

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
(333-143992 and 333-106040)

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price(2)	Amount of registration fee (3)
Purchase Contracts of American International Group, Inc. ("AIG")				
Units of AIG (4)				
Junior Subordinated Debentures of AIG				
Common Stock of AIG, par value \$2.50 per share ("common stock")				
Total	\$1,966,779,610	100%	\$1,966,779,610	\$77,295

- The registrants previously registered the securities at an aggregate initial offering price not to exceed \$22,000,000,000 or the equivalent thereof in one or more other currencies, currency units or composite currencies (or \$16,459,681,000 with respect to common stock) on the Registration Statement on Form S-3 (File Nos. 333-143992, 333-143992-01, 333-143992-02 and 333-143992-03), which was declared effective on July 13, 2007. Such previous Registration Statement was a new Registration Statement and also constituted Post-Effective Amendment No. 2 to Registration Statement Nos. 333-106040, 333-106040-01 and 333-106040-02. In accordance with Rule 462(b) promulgated under the Securities Act, and certain interpretations by the U.S. Securities and Exchange Commission, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the remaining amount of the offering price of the securities eligible to be sold under two Registration Statements on Form S-3 (File Nos. 333-143992, 333-143992-01, 333-143992-02 and 333-143992-03; and File Nos. 333-106040, 333-106040-01 and 333-106040-02) is hereby registered.
- Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.
- The estimated registration fee for the securities has been calculated pursuant to Rule 457(o).
- Each Unit will represent an interest in a stock purchase contract and junior subordinated debentures, which may or may not be separable from one another.

This Registration Statement shall become effective upon filing with the U.S. Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

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EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, to register additional purchase contracts, junior subordinated debentures and units consisting of the foregoing and additional common stock, par value \$2.50 per share, of American International Group, Inc. ("AIG"), all of which may be offered by AIG at an aggregate initial offering price not to exceed \$1,966,779,610. This registration statement relates to two previous Registration Statements on Form S-3 (File Nos. 333-143992 and 333-106040). The latest filed Registration Statement (File No. 333-143992) was declared effective on July 13, 2007 and constituted both an independent Registration Statement and Post-Effective Amendment No. 2 to Registration Statement No. 333-106040. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of the Registration Statements on Form S-3 (File Nos. 333-143992 and 333-106040), including all amendments, supplements and exhibits thereto.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

PART II

Item 16. Exhibits.

See Exhibit Index which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on the 12th day of May, 2008.

AMERICAN INTERNATIONAL GROUP, INC.
(Registrant)

By: /s/ STEVEN J. BENSINGER
Name: Steven J. Bensinger
Title: Vice Chairman-Financial Services and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on the 12th day of May, 2008.

<u>Signature</u>	<u>Title</u>
* _____ (Martin J. Sullivan)	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Steven J. Bensinger _____ (Steven J. Bensinger)	Vice Chairman - Financial Services and Chief Financial Officer (Principal Financial Officer)
* _____ (David L. Herzog)	Senior Vice President and Comptroller (Principal Accounting Officer)
_____ (Stephen F. Bollenbach)	Director
* _____ (Marshall A. Cohen)	Director
* _____ (Martin S. Feldstein)	Director
* _____ (Ellen V. Futter)	Director
* _____ (Stephen L. Hammerman)	Director

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<u>Signature</u>	<u>Title</u>
* _____ (Richard C. Holbrooke) *	Director
* _____ (Fred H. Langhammer) *	Director
* _____ (George L. Miles, Jr.) *	Director
* _____ (Morris W. Offit) *	Director
* _____ (James F. Orr III) *	Director
* _____ (Virginia M. Rometty) *	Director
* _____ (Michael H. Sutton) *	Director
* _____ (Edmund S.W. Tse) *	Director
* _____ (Robert B. Willumstad) *	Director
* _____ (Frank G. Zarb)	Director

* By: /s/ Steven J. Bensinger

Name: Steven J. Bensinger

Title: Attorney-In-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
5	Validity Opinion of Sullivan & Cromwell LLP (filed herewith).
23.1	Consent of PricewaterhouseCoopers LLP, AIG's independent registered public accounting firm (filed herewith).
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
24	Power of Attorney (included in the signature page for AIG of Registration Statement No. 333-143992).

May 12, 2008

American International Group, Inc.,
70 Pine Street,
New York, New York 10270.

Ladies and Gentlemen:

In connection with the registration under Rule 462(b) of the Securities Act of 1933, as amended (the "Act"), of \$1,966,779,610 aggregate amount of purchase contracts, junior subordinated debentures, units composed of the foregoing and shares of common stock, par value \$2.50 per share (the "Common Stock", and together with the stock purchase contracts, junior subordinated debentures and units, the "Securities") of American International Group, Inc. (the "Company"), we, as your counsel, have examined such corporate records, certificates and other documents, and such questions of law as we have considered necessary or appropriate for the purposes of this opinion. Upon the basis of such examination, we advise you that, in our opinion:

(1) When the registration statement relating to the Securities filed pursuant to Rule 462(b) (the "Registration Statement") has become effective under the Act, a supplemental indenture, supplementing the Junior Subordinated Debt Indenture, dated as

of March 13, 2007 (together, the “Indenture”), between the Company and The Bank of New York, as Trustee (the “Trustee”), relating to a particular junior subordinated debenture (the “Junior Subordinated Debenture”) of the Company, has been duly authorized, executed and delivered by the parties thereto, the terms of such Junior Subordinated Debenture and of its issuance and sale have been duly established in conformity with the Indenture so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and such Junior Subordinated Debenture has been duly executed and authenticated in accordance with such Indenture and issued and sold as contemplated by the Registration Statement, such Junior Subordinated Debenture will constitute a valid and legally binding obligation of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors’ rights and to general equity principles.

(2) When the Registration Statement has become effective under the Act, the terms of the governing instrument or agreement under which a particular stock purchase contract (a “Purchase Contract”) is to be issued (the “Purchase Contract Agreement”) by the Company have been duly established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the Purchase Contract Agreement has been duly authorized, executed and delivered by the parties thereto, the

terms of such Purchase Contract and of its issuance and sale have been duly established in conformity with the Purchase Contract Agreement so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, and such Purchase Contract has been duly executed and authenticated in accordance with the Purchase Contract Agreement and issued and sold as contemplated by the Registration Statement, such Purchase Contract will constitute a valid and legally binding obligation of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

(3) When the Registration Statement has become effective under the Act, the terms of the agreement pursuant to which a particular unit (a "Unit") is to be issued (the "Unit Agreement") by the Company has been duly established so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company, the Unit Agreement has been duly authorized, executed and delivered by the parties thereto, the terms of such Unit and of its issuance and sale have been duly established in conformity with the Unit Agreement so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company, and so as to comply with any requirement or restriction imposed by any court or

governmental body having jurisdiction over the Company, and such Unit has been duly executed and authenticated in accordance with the Unit Agreement and issued and sold as contemplated by the Registration Statement, such Unit will constitute a valid and legally binding obligation of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

(4) When the Registration Statement has become effective under the Act, the terms of the sale of the Common Stock have been duly established in conformity with Restated Certificate of Incorporation of the Company, and the Common Stock has been duly issued and sold as contemplated by the Registration Statement, the Common Stock will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the Federal laws of the United States, the laws of the State of New York and the General Corporation Law of the State of Delaware, and we are expressing no opinion as to the effect of the laws of any other jurisdiction.

We have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by us to be responsible, and we have assumed that the Indenture has been duly authorized, executed and delivered by the Trustee, an assumption which we have not independently verified.

We hereby consent to this filing of this opinion as an exhibit to the Registration Statement and to the references to us under the heading "Validity of the Securities" in each of the prospectuses included in the Registration Statement. In giving such consent,

we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ SULLIVAN & CROMWELL LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 28, 2008 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in the Annual Report on Form 10-K for the year ended December 31, 2007 of American International Group, Inc.

We also consent to the reference to us under each heading "Experts" in the Registration Statements on Form S-3 (File Nos. 333-143992 and 333-106040) that are incorporated by reference into this Registration Statement.

PricewaterhouseCoopers LLP
New York, New York

May 12, 2008