

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): October 20, 2005

AMERICAN INTERNATIONAL GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-8787
(Commission File Number)

13-2592361
(IRS Employer
Identification No.)

70 Pine Street
New York, New York 10270
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 770-7000

(Former name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to
simultaneously satisfy the filing obligation of the registrant under any of the
following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

Section 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On October 20, 2005, American International Group, Inc. (AIG) issued a press release announcing that the Board of Directors of AIG has elected Michael H. Sutton as a Director. Mr. Sutton will serve on the Audit Committee of the Board of Directors. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In addition, on October 20, 2005, the Board of Directors of AIG was notified by M. Bernard Aidinoff, director of AIG, that he does not intend to stand for election at AIG's 2006 Annual Meeting of Shareholders and will retire from the Board of Directors at that time.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 Press release of American International Group, Inc. dated October 20, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.
(Registrant)

Date: October 21, 2005

By /s/ KATHLEEN E. SHANNON

Name: Kathleen E. Shannon
Title: Senior Vice President
and Secretary

EXHIBIT INDEX

Exhibit No.
- - - - -

Description
- - - - -

99.1	Press Release of American International Group, Inc. dated October 20, 2005.
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NEWS

[AIG LOGO]

Contact: Charlene Hamrah (Investment Community)
212/770-7074

Joe Norton (News Media)
212/770-3144

AIG ELECTS FORMER SEC CHIEF ACCOUNTANT MICHAEL H. SUTTON

TO BOARD OF DIRECTORS

NEW YORK, October 20, 2005 - The Board of Directors of American International Group, Inc. (AIG) has elected Michael H. Sutton a Director. Mr. Sutton will serve on the Audit Committee of the Board.

Mr. Sutton, 65, served as Chief Accountant of the United States Securities and Exchange Commission from 1995 until his retirement from the SEC in 1998. Later that year through 1999, he served as a special, full time consultant to the Financial Accounting Standards Board. Mr. Sutton has served on the Board of Directors of Allegheny Energy, Inc. since 2004 and was named to the Board of Directors of Krispy Kreme Doughnuts, Inc. in October of 2004.

Mr. Sutton began his career in financial accounting and reporting in 1963 at Haskins & Sells (now Deloitte & Touche). He became a partner in 1974 and served the organization in a variety of senior positions until his SEC appointment. He earned his BS and MS degrees in accounting from the University of Tennessee.

Commenting on the election of Mr. Sutton, Frank G. Zarb, Chairman of the AIG Board of Directors, said, "Michael Sutton brings broad experience in SEC matters, public accounting and financial reporting to the AIG Board and its Audit Committee. He is uniquely qualified to make important contributions to AIG and to the Board as it fulfills its responsibilities, including the oversight of AIG's financial reporting process and compliance with legal and regulatory requirements."

Martin J. Sullivan, AIG President and Chief Executive Officer, said, "We are pleased that Michael Sutton has agreed to join the AIG Board, and we look forward to the insight and perspective he will bring. AIG has recently made, and will continue to make, significant improvements in its financial reporting and disclosure process. Mr. Sutton will provide valuable knowledge and input that complement these efforts and further strengthen our capabilities in this key area."

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American International Group, Inc. (AIG), world leaders in insurance and financial services, is the leading international insurance organization with operations in more than 130 countries and jurisdictions. AIG companies serve commercial, institutional and individual customers through the most extensive worldwide property-casualty and life insurance networks of any insurer. In addition, AIG companies are leading providers of retirement services, financial services and asset management around the world. AIG's common stock is listed in the U.S. on the New York Stock Exchange and ArcaEx, as well as the stock exchanges in London, Paris, Switzerland and Tokyo.

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