

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Schimek Robert S.</u> _____ (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET _____ (Street) NEW YORK NY 10038 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/19/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/19/2017		M		12,392 <sup>(1)</sup>	A	\$0.0000	95,489	D	

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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
2014 Performance Share Units	(2)	01/19/2017		A		37,176 <sup>(3)</sup>		(3)	(3)	Common Stock	37,176	\$0.0000	37,176	D	
2014 Performance Share Units	(2)	01/19/2017		M		12,392 <sup>(1)</sup>		(1)	(1)	Common Stock	12,392	\$0.0000	24,784	D	

**Explanation of Responses:**

- Represents AIG Common Stock underlying one-third of the 2014 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in January 2017 based on pre-established performance goals for the three-year performance period ended December 31, 2016. The earned 2014 Performance Share Units vest one-third in January of each of 2017, 2018 and 2019 and are settled in shares of AIG Common Stock.
- The Performance Share Units convert to AIG Common Stock on a 1 to 1 basis.
- Represents the actual number of 2014 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in January 2017 based on pre-established performance goals for the three-year performance period ended December 31, 2016. The earned 2014 Performance Share Units vest one-third in January of each of 2017, 2018 and 2019 and are settled in shares of AIG Common Stock.

/s/ James J. Killerlani III, by  
POA for Robert S. Schimek

01/23/2017

\*\* 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).

\*\* 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.

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