SEC Form 4

**FORM 4**

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

### 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

| 1. Name and Address of Reporting Person* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Hancock Peter D. | AMERICAN INTERNATIONAL GROUP INC [ AIG ] | X Director  10% Owner |

(Last)  (First)  (Middle)

AMERICAN INTERNATIONAL GROUP, INC.
175 WATER STREET

| 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2014 | X Officer (give title below)  Other (specify below) |

(Street)
NEW YORK  NY  10038

President & CEO

(City)  (State)  (Zip)

| 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
|---|---|
| | X Form filed by One Reporting Person |
| | Form filed by More than One Reporting Person |

### 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 | | | |

### 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 | Amount or Number of Shares | | | | |
| Restricted Stock Unit | $33.94[1] | 12/15/2014 | | M | | | 2,072.2228[2] | [3] | [3] | Common Stock | 2,072.2228 | [4] | 0.0000 | D | |
| Restricted Stock Unit | $23.22[1] | 12/15/2014 | | M | | | 2,573.3276[5] | [3] | [3] | Common Stock | 2,573.3276 | [4] | 0.0000 | D | |

**Explanation of Responses:**

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. Represents the payment in cash of $110,822.48, before applicable taxes, in settlement of stock salary based on AIG's share price on December 15, 2014.

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

5. Represents the payment in cash of $137,621.56, before applicable taxes, in settlement of stock salary based on AIG's share price on December 15, 2014.

/s/ Patricia M. Carroll, by POA for Peter D. Hancock  12/17/2014

** Signature of Reporting Person  Date