

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>WALSH NICHOLAS C</b>  (Last) (First) (Middle) <b>AMERICAN INTERNATIONAL GROUP, INC.</b> <b>70 PINE ST.</b>  (Street) <b>NEW YORK NY 10270</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) Other (specify below) <b>Executive Vice President</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/04/2010</b>	
	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			

**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
Restricted Stock Unit	\$0 <sup>(1)</sup>	02/04/2010		A		3,041 <sup>(2)</sup>		(2)	(2)	Common Stock	3,041	\$0 <sup>(2)</sup>	10,003.55	D	
Restricted Stock Unit	\$0 <sup>(1)</sup>	02/04/2010		A		1,179 <sup>(3)</sup>		(3)	(3)	Common Stock	1,179	\$0 <sup>(3)</sup>	11,182.55	D	
Restricted Stock Unit	\$30.12	02/05/2010		M			886.83 <sup>(4)</sup>	(4)	(4)	Common Stock	886.83	\$0 <sup>(4)</sup>	80,565.34	D	

**Explanation of Responses:**

- These securities do not carry a conversion price or expiration date.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the third anniversary of the grant date, and will be paid on the next payroll date after the amount is determined. This award reflects 3,115 shares less the 74 shares withheld for taxes.
- This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the first anniversary of the grant date, and will be paid on the next payroll date after the amount is determined. This award reflects 1,208 shares less the 29 shares withheld for taxes.
- Represents payout of \$19,873.92 in stock salary payable in cash based on AIG's share price on the first anniversary of the deemed grant date, to be paid on the next payroll date.

**Remarks:**

/s/ Kathleen E. Shannon, by  
POA for Nicholas C. Walsh      02/08/2010

\*\* 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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