FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

vvas	mington,	D.C.	20040	

vasnington,	D.C.	20549	

OMB APPROVAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- 1		
	OMB Number:	3235-0287
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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

Name and Address of Reporting Person*     Macartney Claudine					<u>A</u>	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]								ationship of k all applica Director Officer (	ble)	Perso	n(s) to Issue 10% Ow Other (s)	ner
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET							of Earliest T	Fransact	ion (Mo	onth/Da	ay/Year)	X	below)	ecutive V	ice Pr	below)` esident		
(Street)  NEW YOL	RK NY		10038 Zip)		_ 4. I	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Ind Line) X	·					
1. Title of Security (Instr. 3)  2. Transa Date					nsactio	Execution Date,   Transaction   Disposed Of (D) (Instr. 3,   /Day/Year)					A) or	or 5. Amount of Securities Beneficially		Form: (D) or	Direct II			
						(Month/Day/Yea		y/Year)	8) Code	v	Amount	unt (A) or Pri		Reported Transaction				Ownership (Instr. 4)
Common Stock 01/17.					17/201	/2018			M		658 <sup>(1)</sup> A		\$0.0000	4,709			D	
											sed of, o			wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e Execution Date, Transaction Derivative		e s I (A) or d of (D)	Derivative Se				f g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	e S Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(s)		
2015 Performance Share Units	(2)	01/17/2018			A		1,976 <sup>(3)</sup>		(3)		(3)	Common Stock	1,976	\$0.0000	1,976		D	
2015 Performance Share Units	(2)	01/17/2018			M			658 <sup>(1)</sup>	(1	1)	(1)	Common Stock	658	\$0.0000	1,318		D	

## **Explanation of Responses:**

- 1. Represents AIG Common Stock underlying one-third of the 2015 Performance Share Units (including dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units (including dividend equivalent rights payable in the form of additional 2015 Performance Share Units) vest one-third in January of each of 2018, 2019 and 2020 and are settled in shares of AIG Common
- 2. The Performance Share Units convert to AIG Common Stock on a 1 to 1 basis.
- 3. Represents the actual number of 2015 Performance Share Units (including dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units (including dividend equivalent rights payable in the form of additional 2015 Performance Share Units) vest one-third in January of each of 2018, 2019 and 2020 and are settled in shares of AIG Common Stock.

/s/ James J. Killerlane III, by POA for Claudine M.

01/19/2018

Macartnev

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.