

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 2)

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

For the fiscal year ended December 31, 2011

Commission file number 1-8787

**American International Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-2592361**  
(I.R.S. Employer  
Identification No.)

**180 Maiden Lane, New York, New York**  
(Address of principal executive offices)

**10038**  
(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, Par Value \$2.50 Per Share	New York Stock Exchange
Warrants (expiring January 19, 2021)	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	New York Stock Exchange
6.45% Series A-4 Junior Subordinated Debentures	New York Stock Exchange
7.70% Series A-5 Junior Subordinated Debentures	New York Stock Exchange
Stock Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant (based on the closing price of the registrant's most recently completed second fiscal quarter) was approximately \$12,986,000,000.

As of January 31, 2012, there were outstanding 1,896,865,688 shares of Common Stock, \$2.50 par value per share, of the registrant.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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**Explanatory Note**

This amendment (Amendment No. 2) to American International Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 (the 2011 Annual Report on Form 10-K) is being filed solely for the purpose of filing two additional exhibits required to be filed by the TARP Standards for Compensation and Corporate Governance. Other than adding exhibits 99.1 and 99.2, no other Item of the 2011 Annual Report on Form 10-K is affected by the change. As a result, they have been omitted from this Amendment No. 2.

**Item 15. Exhibits, Financial Statement Schedules**

(b) Exhibits.

The Exhibit Index listed under Part IV, Item 15(b) of AIG's 2011 Annual Report on Form 10-K is hereby amended such that the following documents are added to the Exhibit Index and are included as exhibits to the 2011 Annual Report on Form 10-K:

<u>Exhibit Number</u>	<u>Description</u>	<u>Location</u>
99.1	Certification of principal executive officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008	Filed herewith.
99.2	Certification of principal financial officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008	Filed herewith.
31	Rule 13a-14(a)/15d-14(a) Certifications	Filed herewith.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K/A (Amendment No. 2) to be signed on its behalf by the undersigned, thereunto duly authorized, on the 30th day of March, 2012.

**AMERICAN INTERNATIONAL GROUP, INC.**

By /s/ ROBERT H. BENMOSCHE  
(Robert H. Benmosche, President and Chief Executive Officer)

## CERTIFICATIONS

I, Robert H. Benmosche, certify that:

1. I have reviewed this Annual Report on Form 10-K/A (Amendment No. 2) of American International Group, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 30, 2012

/s/ ROBERT H. BENMOSCHE

Robert H. Benmosche  
President and Chief Executive Officer

CERTIFICATIONS

I, David L. Herzog, certify that:

1. I have reviewed this Annual Report on Form 10-K/A (Amendment No. 2) of American International Group, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 30, 2012

/s/ DAVID L. HERZOG

David L. Herzog

Executive Vice President and Chief Financial Officer

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
SECTION 111(B)(4) OF THE EMERGENCY ECONOMIC STABILIZATION  
ACT OF 2008

I, Robert H. Benmosche, certify, based on my knowledge, that:

- (i) The Compensation and Management Resources Committee of the Board of Directors (the "Committee") of American International Group, Inc. ("AIG") has discussed, reviewed, and evaluated with senior risk officers, at least every six months during any part of the period beginning January 1, 2011 and ending December 31, 2011 (the "most recently completed fiscal year that was a TARP period"), the senior executive officer ("SEO") compensation plans and the employee compensation plans and the risks these plans pose to AIG;
- (ii) The Committee has identified and taken steps to limit, during the most recently completed fiscal year that was a TARP period, any features of the SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of AIG, and has identified any features of the employee compensation plans that pose risks to AIG and has taken all reasonable efforts to limit those features to ensure that AIG is not unnecessarily exposed to risks;
- (iii) The Committee has reviewed, at least every six months during any part of the most recently completed fiscal year that was a TARP period, the terms of each employee compensation plan and identified any features of the plan that could encourage the manipulation of reported earnings of AIG to enhance the compensation of an employee, and has limited those features that would encourage the manipulation of reported earnings of AIG;
- (iv) The Committee will certify to the reviews of the SEO compensation plans and employee compensation plans required under (i) and (iii) above;
- (v) The Committee will provide a narrative description of how it limited, during any part of the most recently completed fiscal year that was a TARP period, the features in (A) SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of AIG; (B) Employee compensation plans that unnecessarily expose AIG to risks; and (C) Employee compensation plans that could encourage the manipulation of reported earnings of AIG to enhance the compensation of an employee;
- (vi) AIG has required that bonus payments ("bonus payments"), as defined in the regulations and guidance established under section 111 of the Emergency Economic Stabilization Act of 2008 ("EESA"), of the SEOs and next twenty most highly compensated employees be subject to a recovery or "clawback" provision during any part of the most recently completed fiscal year that was a TARP period if the bonus payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria to the extent required by the regulations and guidance established under section 111 of EESA;
- (vii) AIG has prohibited any golden parachute payment, as defined in the regulations and guidance established under section 111 of EESA, to an SEO or any of the next five most highly compensated employees during any part of the most recently completed fiscal year that was a TARP period;
- (viii) AIG has limited bonus payments to its applicable employees, in accordance with section 111 of EESA and the regulations and guidance established thereunder, during any part of the most recently completed fiscal year that was a TARP period, and has received approvals from the Office of the Special Master for TARP Executive Compensation for compensation payments and structures as required under the regulations and guidance established under section 111 of EESA, and has not made any payments inconsistent with those approved payments and structures;
- (ix) Except as disclosed to the United States Department of the Treasury ("Treasury"), AIG and its employees have complied with the excessive or luxury expenditures policy (as defined in the regulations and guidance established under section 111 of EESA) established by the Board of Directors of AIG, during any part of the most recently completed fiscal year that was a TARP period and any expenses that, pursuant to this policy, required approval of the Board of Directors, a committee of the Board of Directors, an SEO, or an executive officer with a similar level of responsibility were properly approved;
- (x) AIG will permit a non-binding shareholder resolution in compliance with any applicable Federal securities rules and regulations on the disclosures provided under the Federal securities laws related to SEO compensation paid or accrued during any part of the most recently completed fiscal year that was a TARP period;

(xi) AIG will disclose the amount, nature, and justification for the offering during any part of the most recently completed fiscal year that was a TARP period of any perquisites, as defined in the regulations and guidance established under section 111 of EESA, whose total value exceeds \$25,000 for any employee who was subject to the bonus payment limitations identified in paragraph (viii);

(xii) AIG will disclose whether AIG, the Board of Directors of AIG, or the Committee has engaged, during any part of the most recently completed fiscal year that was a TARP period, a compensation consultant; and the services the compensation consultant or any affiliate of the compensation consultant provided during this period;

(xiii) AIG has prohibited the payment of any gross-ups, as defined in the regulations and guidance established under section 111 of EESA, to the CEOs and the next twenty most highly compensated employees during any part of the most recently completed fiscal year that was a TARP period;

(xiv) AIG has substantially complied with all other requirements related to employee compensation that are provided in the agreements between AIG and Treasury, including any amendments;

(xv) AIG has submitted to Treasury a complete and accurate list of the CEOs and the twenty next most highly compensated employees for the 2011 fiscal year, with the non-CEOs ranked in descending order of level of annual compensation, and with the name, title, and employer of each CEO and most highly compensated employee identified; and

(xvi) I understand that a knowing and willful false or fraudulent statement made in connection with this certification may be punished by fine, imprisonment, or both. (See, for example, 18 U.S.C. 1001.)

Date: March 30, 2012

/s/ ROBERT H. BENMOSCHE

Robert H. Benmosche  
Chairman and Chief Executive Officer



CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 111(B)(4) OF THE EMERGENCY ECONOMIC STABILIZATION  
ACT OF 2008

I, David L. Herzog, certify, based on my knowledge, that:

- (i) The Compensation and Management Resources Committee of the Board of Directors (the "Committee") of American International Group, Inc. ("AIG") has discussed, reviewed, and evaluated with senior risk officers, at least every six months during any part of the period beginning January 1, 2011 and ending December 31, 2011 (the "most recently completed fiscal year that was a TARP period"), the senior executive officer ("SEO") compensation plans and the employee compensation plans and the risks these plans pose to AIG;
- (ii) The Committee has identified and taken steps to limit, during the most recently completed fiscal year that was a TARP period, any features of the SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of AIG, and has identified any features of the employee compensation plans that pose risks to AIG and has taken all reasonable efforts to limit those features to ensure that AIG is not unnecessarily exposed to risks;
- (iii) The Committee has reviewed, at least every six months during any part of the most recently completed fiscal year that was a TARP period, the terms of each employee compensation plan and identified any features of the plan that could encourage the manipulation of reported earnings of AIG to enhance the compensation of an employee, and has limited those features that would encourage the manipulation of reported earnings of AIG;
- (iv) The Committee will certify to the reviews of the SEO compensation plans and employee compensation plans required under (i) and (iii) above;
- (v) The Committee will provide a narrative description of how it limited, during any part of the most recently completed fiscal year that was a TARP period, the features in (A) SEO compensation plans that could lead SEOs to take unnecessary and excessive risks that could threaten the value of AIG; (B) Employee compensation plans that unnecessarily expose AIG to risks; and (C) Employee compensation plans that could encourage the manipulation of reported earnings of AIG to enhance the compensation of an employee;
- (vi) AIG has required that bonus payments ("bonus payments"), as defined in the regulations and guidance established under section 111 of the Emergency Economic Stabilization Act of 2008 ("EESA"), of the SEOs and next twenty most highly compensated employees be subject to a recovery or "clawback" provision during any part of the most recently completed fiscal year that was a TARP period if the bonus payments were based on materially inaccurate financial statements or any other materially inaccurate performance metric criteria to the extent required by the regulations and guidance established under section 111 of EESA;
- (vii) AIG has prohibited any golden parachute payment, as defined in the regulations and guidance established under section 111 of EESA, to an SEO or any of the next five most highly compensated employees during any part of the most recently completed fiscal year that was a TARP period;
- (viii) AIG has limited bonus payments to its applicable employees, in accordance with section 111 of EESA and the regulations and guidance established thereunder, during any part of the most recently completed fiscal year that was a TARP period, and has received approvals from the Office of the Special Master for TARP Executive Compensation for compensation payments and structures as required under the regulations and guidance established under section 111 of EESA, and has not made any payments inconsistent with those approved payments and structures;
- (ix) Except as disclosed to the United States Department of the Treasury ("Treasury"), AIG and its employees have complied with the excessive or luxury expenditures policy (as defined in the regulations and guidance established under section 111 of EESA) established by the Board of Directors of AIG, during any part of the most recently completed fiscal year that was a TARP period and any expenses that, pursuant to this policy, required approval of the Board of Directors, a committee of the Board of Directors, an SEO, or an executive officer with a similar level of responsibility were properly approved;
- (x) AIG will permit a non-binding shareholder resolution in compliance with any applicable Federal securities rules and regulations on the disclosures provided under the Federal securities laws related to SEO compensation paid or accrued during any part of the most recently completed fiscal year that was a TARP period;

(xi) AIG will disclose the amount, nature, and justification for the offering during any part of the most recently completed fiscal year that was a TARP period of any perquisites, as defined in the regulations and guidance established under section 111 of EESA, whose total value exceeds \$25,000 for any employee who was subject to the bonus payment limitations identified in paragraph (viii);

(xii) AIG will disclose whether AIG, the Board of Directors of AIG, or the Committee has engaged, during any part of the most recently completed fiscal year that was a TARP period, a compensation consultant; and the services the compensation consultant or any affiliate of the compensation consultant provided during this period;

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(xiv) AIG has substantially complied with all other requirements related to employee compensation that are provided in the agreements between AIG and Treasury, including any amendments;

(xv) AIG has submitted to Treasury a complete and accurate list of the CEOs and the twenty next most highly compensated employees for the 2011 fiscal year, with the non-CEOs ranked in descending order of level of annual compensation, and with the name, title, and employer of each CEO and most highly compensated employee identified; and

(xvi) I understand that a knowing and willful false or fraudulent statement made in connection with this certification may be punished by fine, imprisonment, or both. (See, for example, 18 U.S.C. 1001.)

Date: March 30, 2012

/s/ DAVID L. HERZOG

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David L. Herzog  
Executive Vice President and Chief Financial Officer