$\square$ 

(City)

## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

(State)

(Zip)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

....

## OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

|    | 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                      |                   |   |   |  |  |
| ſ  | 1. Name and Address of Reporting Person <sup>*</sup> | 2. Issuer Name and Ticker or Trading Symbol<br>AMERICAN INTERNATIONAL GROUP |                   | ationship of Reporting Pe<br>< all applicable)  | of Reporting Person(s) to Issuer cable) |  |  |
| L  | <u>LAND FRANK O</u>                                  | INC (AIG)   |                   | Director  | 10% Owner                               |  |  |
| l  | (Last) (First) (Middle)                              |   |                   | Officer (give title<br>below)                   | Other (specify<br>below)                |  |  |
| l  | 65 EAST 55TH STREET                                  | 3. Date of Earliest Transaction (Month/Day/Year)                            |                   | ,   | ··· ,                                   |  |  |
| l  | 29TH FLOOR   | 12/01/2003  |                   |   |   |  |  |
|    |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                    | 6. Indiv<br>Line) | vidual or Joint/Group Fili                      | ng (Check Applicable                    |  |  |
| н. | (Street)<br>NEW YORK NY 10022                        |   | X                 | Form filed by One Re                            | porting Person                          |  |  |
|    | NEW YORK NY 10022                                    |   |                   | Form filed by More than One Reporting<br>Person |   |  |  |
|    |  |   |                   |   |   |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

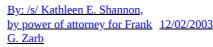
| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |        |               |         | Securities<br>Beneficially         | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|---------|------------------------------------|---|---|
|                                 |  |   | Code                        | v | Amount | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4) |   | (Instr. 4)  |
| Common Stock (Deferred)         | 12/01/2003                                 |   | <b>J</b> <sup>(1)</sup>     |   | 125    | A             | \$59.16 | 375                                | D   |   |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of  |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/Y | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr. 3<br>and 4) |       | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|---|---|--|---|------------------------------|---|-----|-----|--|---|-------|---|--|--|--|--|
|   |   |  |   | Code                         | v | (A) | (D) | Date<br>Exercisable                            | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |  |

Explanation of Responses:

1. Grant of shares with delivery deferred pursuant to Directors Plan. Delivery is deferred until such time as the director has resigned or retired from the Board. These shares have no right to vote and no dividend rights.



\*\* 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.