

| 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*<br><u>DOOLEY WILLIAM N</u><br><br>(Last) (First) (Middle)<br><u>AMERICAN INTERNATIONAL GROUP, INC.</u><br><u>70 PINE ST.</u><br><br>(Street)<br><u>NEW YORK NY 10270</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Senior Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>04/30/2010</u>                          |   |
|   | 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 |   |  |   |
| Common Stock                    | 05/03/2010                           |  | M                              |   | 344 <sup>(1)</sup>  | A          | \$0   | 25,842  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 675   | I  | Held by minor children                                |
| Common Stock                    |                                      |  |                                |   |   |            |       | 424   | I  | Held by wife  |

**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                      | \$30.12 <sup>(2)</sup>                                 | 04/30/2010                           |  | M                              |   |  | 842.22 <sup>(3)</sup> | (4)  | (4)             | Common Stock  | 842.22                     | \$0 <sup>(5)</sup>                         | 80,260.24  | D   |  |
| Restricted Stock Unit                      | (5)  | 05/03/2010                           |  | M                              |   |  | 640                   | (4)  | (4)             | Common Stock  | 640                        | \$0 <sup>(5)</sup>                         | 24,475.41  | D   |  |

**Explanation of Responses:**

- Granted under the American International Group, Inc. Deferred Compensation Profit Participation Plan, this acquisition reflects the release of 640 shares less the 296 shares for tax withholding.
- Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- Represents payout of \$32,762.54, net of applicable taxes, 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.
- These securities do not have an exercisable date or expiration date.
- These securities do not carry a conversion or exercise price.

**Remarks:**

/s/ Kathleen E. Shannon, by  
POA for William N. Dooley

05/04/2010

\*\* 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.

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.