FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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

(Last) (First) (Middle) 180 MAIDEN LANE (Street) NEW YORK NY 10038 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired (A) or Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 4) Table II - Derivative Securities Date (D) or Indirect (D) or In	1. Name and Address of Reporting Person* BENMOSCHE ROBERT H					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(City) (State) (A) (State) (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible Securities (Instr. 3) (Month/Day/Year) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	BENWOSCHE ROBERT H											X	X Director			10% Ow	ner	
3. Date of Earliest Transaction (Month/Day/Year) (Street) NEW YORK NY 10038 Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Indicate Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 7. Nature of Transaction (Month/Day/Year) 8. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 8. Amount of Securities Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 8. Drive of Securities Conversion (Month/Day/Year) 9. Number of Securities Date (Instr. 4) 1. Title of Code (Instr. 4) 1. Title of Security (Instr. 3) 1. Title of Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction Date (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 1. Title of Security (Instr. 3) 2. Transaction (Month/Day/Year) 2. Transaction Date (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 2. Transaction (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 8. Drivative Security (Instr. 3) 1. Title of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 2. Transaction (Indirect Date (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 2. Transaction (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 2. Transaction (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 2. Transaction (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 3. Transaction (Indirect Beneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) 4. S	(Last)	(Last) (First) (Middle)												ive title				
City	180 MAIDEN LANE											President & CEO						
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1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3, 4 and 5) 3. Transaction (I) (Instr. 4) 5. Amount (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Form: Direct (D) or Indirect (D) or In	(City)	(5	State)	(Zip)									Form filed by More than One Reporting Person					
Table II - Derivative Securities Acquired (A) or Derivative Security (Instr. 3) 1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security (Instr. 3) 2. Derivative Security (Instr. 3) 3. Transaction Date (Month/Day/Year) 4. Derivative Security (Instr. 3) 5. Number of Derivative Security (Instr. 3) 6. Date Exercisable and Price of Derivative Security (Instr. 3) 6. Date Expiration Date (Month/Day/Year) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 5) 9. Number of Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 5) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9. Number of Securities Underlying Derivative Security (Instr. 4) 9.				Table I - Non-I	Deriva	tive	Sec	urities Acc	juired, Di	sposed o	f, or Ber	neficially C	wned					
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Code V (A) (D) Date Exercisable Date Title Amount or Number of Shares Transaction(s) (Instr. 4)	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Transaction Code (Instr		tion str. Derivative Securities Acquired (A) or Disposed of (D)		Expiration Date		Securities Underlying Derivative Security		Derivative Security	derivative Securities Beneficially Owned Following		Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership	
Restricted (1) Common to account (2) (2) (3) Common to account (4)					Code	v	(A)	(D)			Title	Number of		Transaction(s)				
Restricted (1) 03/22/2012 M 10,058.25 (2) (3) (3) Common Stock Unit 10,058.25 (4) 20,116.5 D	Restricted Stock Unit	(1)	03/22/2012		M			10,058.25 ⁽²⁾	(3)	(3)	Common Stock	10,058.25	(4)	20,11	6.5	D		

- 1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- 2. This disposition reflects the payout of certain Troubled Asset Relief Program ("TARP") RSUs granted on March 15, 2010 and vested on March 15, 2012. In accordance with the provisions of the award agreement and AIG's repayment of at least 50 percent of the aggregate financial assistance received under TARP as of March 22, 2012, the fair market value of 10,058.25 RSUs, net of applicable taxes, has been paid in cash.
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.

/s/ Kathleen E. Shannon, by POA for Robert H. Benmosche

03/23/2012

** 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.