

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

---

**(Amendment No. \_\_)(1)**

**American International Group, Inc.  
(Name of Issuer)**

**Common Stock**

---

**(Title of Class Securities)**

**026874-107**

---

**(CUSIP Number)**

**Howard I. Smith  
Vice Chairman-Finance and Secretary  
Telephone: (212) 230-5050**

**(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communication)**

**January 5, 2009**

---

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 14 to the Schedule 13D on behalf of C. V. Starr & Co., Inc. Trust, dated March 20, 2007, Amendment No. 16 to the Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, dated May 26, 2006, Amendment No. 18 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006, Amendment No. 18 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006, Amendment No. 20 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005, Amendment No. 20 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005, Amendment No. 22 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978, and Amendment No. 22 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. Greenberg  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

PF  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

NUMBER OF  
SHARES **8** 2,487,500  
SHARED VOTING POWER

BENEFICIALLY  
OWNED BY **9** 58,309,137  
EACH SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH **10** 2,487,500  
SHARED DISPOSITIVE POWER

58,309,137  
**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,796,637  
**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.26%  
**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

---

---

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward E. Matthews  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) o

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

PF  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

281,875

NUMBER OF SHARES **8** SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH **9** 8,580,850  
SOLE DISPOSITIVE POWER

REPORTING PERSON WITH **10** 281,875  
SHARED DISPOSITIVE POWER

8,580,850

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,862,725

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.33%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Starr International Company, Inc.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)  
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

207,300,886

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

207,300,886

10 SHARED DISPOSITIVE POWER

2,112,119

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,413,005

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.79%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) o

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

WC  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

0

NUMBER OF  
SHARES **8** SHARED VOTING POWER

BENEFICIALLY  
OWNED BY **9** 19,088,682  
EACH SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH **10** 0  
SHARED DISPOSITIVE POWER

19,088,682

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,088,682

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.71%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

---

---

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Universal Foundation, Inc.  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

WC  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

**7** SOLE VOTING POWER

NUMBER OF  
SHARES **8** 2,112,119  
SHARED VOTING POWER

BENEFICIALLY  
OWNED BY **9** 0  
EACH  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH **10** 0  
SHARED DISPOSITIVE POWER

2,112,119  
**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,112,119  
**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.08%  
**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

---

---

**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

**2** The Maurice R. and Corinne P. Greenberg Family Foundation, Inc.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)x (b) o

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

WC  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**7** SOLE VOTING POWER

0

NUMBER OF  
SHARES **8** SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH **9** 989,308  
SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH **10** 0  
SHARED DISPOSITIVE POWER

989,308

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

989,308

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.04%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

---

---

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO  
5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

0

NUMBER OF  
SHARES 8 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY 25,269,689  
EACH 9 SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH 0  
10 SHARED DISPOSITIVE POWER

25,269,689

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,269,689

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.94%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO



**1** NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc. Trust  
**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

OO  
**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**7** SOLE VOTING POWER

0

NUMBER OF  
SHARES **8** SHARED VOTING POWER

BENEFICIALLY  
OWNED BY **9** 8,580,850  
EACH SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH **10** 0  
SHARED DISPOSITIVE POWER

8,580,850

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,580,850

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.32%

**14** TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

---

**Item 4. Purpose of Transaction**

Item 4 is amended and supplemented to add the following information for updating as of the date hereof:

Mr. Maurice R. Greenberg, one of the Reporting Persons, has sent a letter to the Board of Directors of the Issuer regarding the Issuer's intention to sell Hartford Steam Boiler to Munich Re. A copy of the letter is attached as Exhibit 2 to this Schedule 13D/A.

Any actions taken by the Reporting Persons may be effected at any time or from time to time, subject to any applicable limitations imposed on the actions by the Securities Act of 1933, as amended, state insurance regulatory laws or other applicable laws. There can be no assurance, however, that any Reporting Person will take any of the actions described in this Item 4.

**Item 5. Interest in Securities of the Issuer**

Item 5 is amended and supplemented to add the following information for updating as of the date hereof:

Starr International made distributions of 598,386 shares of Common Stock on January 2, 2009 pursuant to the Starr International Company, Inc. Deferred Compensation Profit Participation Plan.

As of the date of the filing of this statement, the Reporting Persons may be deemed to beneficially own in the aggregate 270,491,517 shares of Common Stock, representing approximately 10.06% of the Issuer's outstanding Common Stock (based on 2,689,938,313 shares of Common Stock reported by the Issuer as outstanding as of October 31, 2008, in the Issuer's Form 10-Q filed on November 10, 2008).

Starr International has the sole power to vote and direct the disposition of 207,300,866 shares of Common Stock, of which 15,700,000 shares are held by Starr International Investments, Ltd., a wholly owned subsidiary of Starr International, and 191,600,866 shares are held directly by Starr International, and the shared power to direct the disposition of 2,112,119 shares of Common Stock held by Universal Foundation.

**Item 7 Material to Be Filed as Exhibits**

Exhibit 1 Joint Filing Agreement, dated January 5, 2009, by and among Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, Greenberg Foundation, Greenberg Joint Tenancy Company, and CV Starr Trust.

Exhibit 2 Letter, dated January 5, 2009, from Mr. Greenberg to the Board of Directors of the Issuer.

---

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: January 5, 2009

MAURICE R. GREENBERG

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

STARR INTERNATIONAL COMPANY, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE P. GREENBERG FAMILY FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY COMPANY, LLC

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of American International Group, Inc., and that this Agreement be included as an Exhibit to such joint filing.

Each of the undersigned acknowledges that each shall be responsible for the timely filing of any statement (including amendments) on Schedule 13D, and for the completeness and accuracy of the information concerning him or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other persons making such filings, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: January 5, 2009

MAURICE R. GREENBERG

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

STARR INTERNATIONAL COMPANY, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE P. GREENBERG FAMILY  
FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY  
COMPANY, LLC

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H Lundqvist  
Name: Bertil P-H Lundqvist  
Title: Attorney-In-Fact

By: /s/George Y. Liu  
Name: George Y. Liu  
Title: Attorney-In-Fact

C.V. STARR & Co., INC.  
399 PARK AVENUE  
NEW YORK, NY 10022

January 5, 2009

AIG Board of Directors  
70 Pine Street  
New York, NY 10270

RE: Sale of Hartford Steam Boiler (“HSB”)

Dear Board Members:

The press has reported, and AIG management has confirmed, that AIG intends to sell HSB to Munich Re for approximately \$742 million. This can only be viewed as a distressed sale price. Indeed, Joerg Schneider, the Chief Financial Officer of Munich Re, has been quoted as stating: “The sales price is, considering the profitability of the acquired company, very low.” In the circumstances, we believe that a full explanation of the sale process is required from the board that led to approve the sale of such a major asset at such a low value.

Among other things, we would like to know what specifically did the board do to ensure that the company was sold for the highest available price? For example, who were the other interested bidders? What data was provided and to whom about the business? Were any potential bidders omitted from the process and, if so, why? What, if any, market checks were conducted to ensure the highest price was received? Has the board ensured that if a higher bidder emerges the company can accept that bid without penalty or significant break up fee? Why has the board decided to sell at this time when the economy remains unstable? Certainly, selling major assets at fire sale prices is not a viable strategy for reviving the company or even repaying the government.

continued /

---

Page 2  
January 5, 2009

As a major shareholder in AIG, we believe that we and all shareholders are entitled to prompt answers to these pressing questions to satisfy ourselves, and all shareholders, that the board has carried out its fiduciary duties responsibly.

We, of course, reserve all our rights in connection with this matter.

We look forward to hearing from you.

Regards.

Sincerely,

/s/ Maurice R. Greenberg

MRG/mb