

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* <u>DUPERREULT BRIAN</u>  (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>175 WATER STREET</u>  (Street) <u>NEW YORK NY 10038</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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				
2017 Restricted Stock Units	(1)	05/14/2017		A		55,519 <sup>(2)</sup>		(2)	(2)	Common Stock	55,519	\$0.0000	55,519	D	
Stock Option A (Right to Buy)	\$61.82	05/15/2017		A		500,000 <sup>(3)</sup>		(3)	05/15/2024	Common Stock	500,000	\$0.0000	500,000	D	
Stock Option B (Right to Buy)	\$61.82	05/15/2017		A		400,000 <sup>(4)</sup>		(4)	05/15/2024	Common Stock	400,000	\$0.0000	400,000	D	
Stock Option C (Right to Buy)	\$61.82	05/15/2017		A		300,000 <sup>(5)</sup>		(5)	05/15/2024	Common Stock	300,000	\$0.0000	300,000	D	
Stock Option D (Right to Buy)	\$61.82	05/15/2017		A		200,000 <sup>(6)</sup>		(6)	05/15/2024	Common Stock	200,000	\$0.0000	200,000	D	
Stock Option E (Right to Buy)	\$61.82	05/15/2017		A		100,000 <sup>(7)</sup>		(7)	05/15/2024	Common Stock	100,000	\$0.0000	100,000	D	

**Explanation of Responses:**

- These securities convert to AIG Common Stock on a 1 to 1 basis.
- Represents the grant of 2017 Restricted Stock Units. The 2017 Restricted Stock Units vest in January 2020, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional Restricted Stock Units.
- The options were granted under and are subject to the terms of the AIG 2013 Omnibus Incentive Plan (the "Plan") and vest in equal installments on each of May 15, 2018, May 15, 2019 and May 15, 2020.
- The options were granted as "employment inducement grants" under New York Stock Exchange rules, are subject to the terms of the Plan, and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$30.00 over \$60.99, the closing AIG Common Stock price on May 12, 2017 (the "Reference Price").
- The options were granted under and are subject to the terms of the Plan and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$10.00 over the Reference Price, but will not vest faster than in three equal annual installments beginning on May 15, 2018.
- The options were granted under and are subject to the terms of the Plan and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$20.00 over the Reference Price.
- The options were granted as "employment inducement grants" under New York Stock Exchange rules, are subject to the terms of the Plan, and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$20.00 over the Reference Price.

/s/ James J. Killerlone III, by 05/16/2017  
POA for Brian Duperreault  
 \*\* 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.

