FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person* LEWIS ROBERT EDWARD						2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
					[AIG]								e title					
(Last) (First) (Middle)													Senior Vice President					
AMERICAN INTERNATIONAL GROUP, INC. 70 PINE ST.					3. Date of Earliest Transaction (Month/Day/Year) 05/28/2010													
(Street) NEW YORK NY 10270				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individ	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City) (State) (Zip)																		
		Table I - Non	-Deriv	/ative	Securitie	s Acqu	ired, C	Dispo	osed of, o	r Benefi	cially Ow	ned						
Da					Execution if any	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Of Code (Instr.		Acquired (A) or (D) (Instr. 3, 4 and 5)		Securities Beneficially (Following Re	Owned or Indeported (Instr.		Direct (D)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)				(Instr. 4)		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
2. Conversion or Exercise Price of Derivative	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)				8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned		Form: Direct (D) or Indirec	Beneficial Ownership (Instr. 4)			
Security			Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)		(i) (instr. 4)			
\$35.38 ⁽¹⁾	05/28/2010		Α		3,261.419 ⁽²⁾		(2))	(3)	Common Stock	3,261.419	\$0 ⁽⁴⁾	3,261.4	419	D			
\$30.12 ⁽¹⁾	05/28/2010		M			370.9 ⁽⁵⁾	(3))	(3)	Common Stock	370.9	\$0 ⁽⁴⁾	43,48	38	D			
(4)	05/28/2010		D			13,609 ⁽⁶⁾	(3))	(3)	Common Stock	13,609	\$0 ⁽⁴⁾	0		D			
	(FI AN INTERIOR INTER	(First) AN INTERNATIONAL GR ST. (State) 2. Conversion or Exercise Price of Derivative Security \$35.38(1) 05/28/2010 \$30.12(1) 05/28/2010	(First) (Middle) AN INTERNATIONAL GROUP, INC. ST. RK NY 10270 (State) (Zip) Table I - Non ecurity (Instr. 3) Table II - I (Conversion or Exercise Price of Derivative Security \$33. Transaction Date (Month/Day/Year) if any (Month/Day/Year) \$35.38(1) 05/28/2010 \$30.12(1) 05/28/2010	(First) (Middle) AN INTERNATIONAL GROUP, INC. ST. RK NY 10270 (State) (Zip) Table I - Non-Deriv ecurity (Instr. 3) 2. Trans- Date (Month) Conversion or Exercise Price of Derivative Security Security Security A. Deemed Lexecution Date, if any (Month/Day/Year) (Month/Day/Year) Code \$35.38(1) 05/28/2010 A \$30.12(1) 05/28/2010 M	Address of Reporting Person* ROBERT EDWARD	Address of Reporting Person* ROBERT EDWARD (First) (Middle) AN INTERNATIONAL GROUP, INC. T. Table I - Non-Derivative Securities (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year) Conversion or Exercise Price of Derivative Security A 3. Transaction Date Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code (Instr. 8) Code (V (A) \$35.38(1) 05/28/2010 A 3,261.419(2) \$30.12(1) 05/28/2010 M	Address of Reporting Person* ROBERT EDWARD (First) (Middle) AN INTERNATIONAL GROUP, INC. T. (State) (Zip) Table I - Non-Derivative Securities Acquire (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Derivative Security Todate (Month/Day/Year) A 4. 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Explanation of Responses:

- 1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- 2. This award represents the portion of a grant of fully vested LPTUs that is based on the value of common stock, net of the value of 94.9971 shares withheld for taxes. The LTPUs are based on a mix of common stock and AIG's 8.175% Series A-6 Junior Subordinated Debentures (the "Hybrid Securities"), and represent 20 percent common stock and 80 percent Hybrid Securities, by value, on the date of grant. One third of the award will be payable in cash based on the values of the underlying securities on the first anniversary of the deemed grant date, one third based on the values on the second anniversary and one third based on the values on the third anniversary. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2010, with the appropriate part deemed granted on the 15th and the 30th day of each month.
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.
- 5. Represents payout of \$13,122.59, 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.
- 6. In connection with a new grant of fully vested long-term performance units ("LTPUs") in accordance with the 2010 determinations of the Special Master for TARP Executive Compensation, stock salary granted in 2010 in the form of RSU's before the 2010 determinations has been cancelled.

Remarks:

/s/ Kathleen E. Shannon, by POA for Robert E. Lewis

06/02/2010

** 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.