

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K/A

(Mark One)

/x/ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]
For the fiscal year ended December 31, 1994

OR

// TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the Transition period from _____ to _____

Commission file number 1-8787

AMERICAN INTERNATIONAL GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-2592361
(I.R.S. Employer
Identification No.)

70 Pine Street, New York, New York
(Address of principal executive offices)

10270
(Zip Code)

Registrant's telephone number, including area code (212) 770-7000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on
which registered

Common Stock, Par Value \$2.50 Per Share

New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

Title of each class

None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes x

No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. / /.

The aggregate market value of the shares of all classes of voting stock of the registrant held by non-affiliates of the registrant on January 31, 1995 was approximately \$23,460,599,000 computed upon the basis of the closing sales price of the Common Stock on that date.

As of January 31, 1995, there were outstanding 315,892,792 shares of Common Stock, \$2.50 par value, of the registrant.

Documents Incorporated by Reference:

The registrant's definitive proxy statement filed or to be filed with the Securities and Exchange Commission pursuant to Regulation 14A involving the election of directors at the annual meeting of the shareholders of the registrant scheduled to be held on May 24, 1995 is incorporated by reference in Part III of this Form 10-K.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

AMERICAN INTERNATIONAL GROUP, INC. AND SUBSIDIARIES
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The Board of Directors and Shareholders
American International Group, Inc.

We have audited the consolidated financial statements and the financial statement schedules of American International Group, Inc. and subsidiaries listed in the index on page 35 of this Form 10-K. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the financial statement schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of American International Group, Inc. and subsidiaries as of December 31, 1994 and 1993, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 1994, in conformity with generally accepted accounting principles. In addition, in our opinion, the financial statement schedules referred to above, when considered in relation to the basic financial statements taken as a whole, present fairly, in all material respects, the information required to be included therein.

As discussed in Note 1(w) of Notes to Financial Statements, the Company changed its method of accounting for investments in certain fixed maturity securities in 1993, and in 1992 for income taxes and postretirement benefits other than pensions.

COOPERS & LYBRAND L.L.P.

New York, New York
February 23, 1995.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the issuer has duly caused this Amendment to the Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, the reunto duly authorized, in the City of New York and State of New York, on the 6th day of April, 1995.

AMERICAN INTERNATIONAL GROUP, INC.
By /s/ M.R. GREENBERG, CHAIRMAN*

(M. R. Greenberg, Chairman)

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Amendment to the Annual Report on Form 10-K/A has been signed below by the following persons in the capacities indicated on the 6th day of April, 1995 and each of the undersigned persons, in any capacity, hereby severally constitutes M.R. Greenberg, Edward E. Matthews and Howard I. Smith and each of them, singularly, his true and lawful attorney with full power to them and each of them to sign for him, and in his name and in the capacities indicated below, this Amendment to the Annual Report on Form 10-K/A and any and all amendments thereto.

SIGNATURE

TITLE

/s/ M.R. Greenberg*

Chairman and Director
(Principal Executive Officer)-----
(M. R. Greenberg)

/s/ Edward E. Matthews*

Vice Chairman and Director
(Principal Financial Officer)-----
(Edward E. Matthews)

/s/ Howard I. Smith

Senior Vice President
and Comptroller
(Principal Accounting Officer)-----
(Howard I. Smith)

/s/ M. Bernard Aidinoff*

Director

(M. Bernard Aidinoff)

/s/ Lloyd Bentsen*

Director

(Lloyd Bentsen)

/s/ Marshall A. Cohen*

Director

(Marshall A. Cohen)

/s/ Barber B. Conable, Jr.*

Director

(Barber B. Conable, Jr.)

/s/ Martin S. Feldstein*

Director

(Martin S. Feldstein)

/s/ Houghton Freeman*

Director

(Houghton Freeman)

SIGNATURES--(Continued)

SIGNATURE

TITLE

/s/ Leslie L. Gonda*

Director

(Leslie L. Gonda)

/s/ Carla A. Hills*

Director

(Carla A. Hills)

/s/ Frank J. Hoenemeyer*

Director

(Frank J. Hoenemeyer)

/s/ John I. Howell*

Director

(John I. Howell)

/s/ Dean P. Phypers*

Director

(Dean P. Phypers)

/s/ John J. Roberts*

Director

(John J. Roberts)

/s/ Ernest E. Stempel*

Director

(Ernest E. Stempel)

/s/ Thomas R. Tizzio*

Director

(Thomas R. Tizzio)

*By /s/ Howard I. Smith

(Howard I. Smith)
(Attorney-in-fact)