

**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

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

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Mouri Naohiro</u><br><br>(Last) (First) (Middle)<br><u>AMERICAN INTERNATIONAL GROUP, INC.</u><br><u>175 WATER STREET</u><br><br>(Street)<br><u>NEW YORK NY 10038</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/18/2019</u>                          |  |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |  |

**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                  |   |  |   |
| Common Stock                    | 01/18/2019                           |  | F                              |   | 81 <sup>(1)</sup>   | D          | \$42.45 <sup>(2)</sup> | 1,325   | D  |   |
| Common Stock                    | 01/18/2019                           |  | F                              |   | 82 <sup>(3)</sup>   | D          | \$42.45 <sup>(2)</sup> | 1,243   | D  |   |
| Common Stock                    | 01/18/2019                           |  | F                              |   | 209 <sup>(4)</sup>  | D          | \$42.45 <sup>(2)</sup> | 1,034   | D  |   |
| Common Stock                    | 01/18/2019                           |  | F                              |   | 264 <sup>(5)</sup>  | D          | \$42.45 <sup>(2)</sup> | 770   | D  |   |

**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 |   |  |  |   |  |

**Explanation of Responses:**

- Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of one-third of the 2015 Restricted Stock Units (including dividend equivalent rights in the form of 2015 Restricted Stock Units) that vest in January 2019.
- The amount of shares withheld was determined on January 18, 2019 based on AIG's share price on January 15, 2019.
- Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of one-third of the 2015 Performance Share Units (including dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018.
- Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of two-thirds of the 2015 Supplemental Restricted Stock Units (including dividend equivalent rights in the form of 2015 Supplemental Restricted Stock Units) that vest in January 2019.
- Represents shares withheld for the payment of taxes in connection with the settlement in AIG Common Stock of one-third of the 2016 Restricted Stock Units (including dividend equivalent rights in the form of 2016 Restricted Stock Units) that vest in January 2019.

/s/ James J. Killerlane III, by 01/22/2019  
POA for Naohiro Mouri

\*\* 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.