

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(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* GREENBERG MAURICE R (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET (Street) NEW YORK NY 10270 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]	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) <p style="text-align: center;">Chairman</p>
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2004	
	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	12/07/2004		M		6,532	A	\$15.3087	43,467,605	D	
Common Stock	12/08/2004		G	V	1,974	D	\$0	43,465,631	D	
Common Stock	12/07/2004		J ⁽¹⁾		212	D	\$15.3087	23,467,486	I	See Rider 1
Common Stock	12/07/2004		J ⁽¹⁾		141	D	\$25.9852	23,467,345	I	See Rider 1
Common Stock	12/07/2004		J ⁽¹⁾		63	D	\$46.5333	23,467,282	I	See Rider 1
Common Stock	12/07/2004		J ⁽¹⁾		50	D	\$37.8667	23,467,232	I	See Rider 1
Common Stock	12/08/2004		J ⁽¹⁾		8	D	\$61.3	23,467,224	I	See Rider 1
Common Stock	12/08/2004		J ⁽¹⁾		8	D	\$47	23,467,216	I	See Rider 1
Common Stock	12/08/2004		G ⁽²⁾	V	1,301	A	\$0	23,468,517	I	See Rider 1

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
Employee Stock Option (Right to Buy)	\$15.3087	12/07/2004		M			151,671 ⁽³⁾	12/15/1998	12/15/2004	Common Stock	151,671	(4)	6,532	D	
Employee Stock Option (Right to Buy)	\$15.3087	12/07/2004		M			6,532	12/15/1998	12/15/2004	Common Stock	6,532	(4)	0.00	D	

Explanation of Responses:

- See footnote 3 on Rider 1.
- See footnote 5 on Rider 1.
- On December 7, 2004, Mr. Greenberg exercised options with respect to 151,671 shares. Receipt of the 115,811 shares receivable upon exercise of the option (the shares exercised less the 35,860 shares used to satisfy the exercise price of the option) was deferred in accordance with a stock option deferral agreement dated December 4, 2003 between Mr. Greenberg and AIG.
- These options were granted under AIG's 1991 Employee Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.

Remarks:

By: /s/ Kathleen E. Shannon, by 12/09/2004
power of attorney for

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.

1. Mr. Greenberg is a trustee of the C.V. Starr & Co., Inc. Trust (the "Starr Trust"). Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, shares of AIG common stock held by the Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the Starr Trust.

2. Mr. Greenberg owns 16.754% of the outstanding common stock of C.V. Starr & Co., Inc. ("Starr"). Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by Starr. Mr. Greenberg believes that any pecuniary interest he may have in the shares of AIG common stock held by Starr does not exceed the percentage of his common stock ownership of Starr. Accordingly, Mr. Greenberg has reported only his proportionate interest (i.e., 16.754%) of the transactions by Starr in AIG common stock. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by Starr.

3. Starr has 1984, 1989 and 1994 Employee Stock Option Plans (the "Starr SOPs"), under which certain key employees of Starr are granted options with respect to shares of AIG common stock. As discussed in footnote 2 above, Mr. Greenberg may be deemed the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock held by Starr, including those held by Starr which are used to satisfy exercises under the Starr SOPs.

As discussed in footnote 2 above, Mr. Greenberg believes that his pecuniary interest in the shares of AIG common stock held by the Starr SOPs is limited to 16.754%, and Mr. Greenberg disclaims beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by Starr which are used to satisfy exercises under the Starr SOPs. On December 7, 2004, three individuals exercised options of AIG common stock with respect to 843 shares at an option price of \$25.9852, 375 shares at an option price of \$46.5333, 300 shares at an option price of \$37.8667, 1,265 shares at an option price of \$15.3087, and on December 8, 2004, one individual exercised options with respect to 50 shares at an option price of \$61.30 and 50 shares at an option price of \$47.

4. Starr maintains a 1972 Employee Stock Purchase Plan (the "Starr Purchase Plan"), under which employees of Starr are given the right to subscribe for shares of AIG common stock. As discussed in footnote 2 above, Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock held by Starr, including the shares held by Starr which are used to satisfy rights under the Starr Purchase Plan.

As discussed in footnote 2 above, Mr. Greenberg believes that his pecuniary interest in the shares of AIG common stock held by the Starr Purchase Plan is limited to 16.754%, and Mr. Greenberg disclaims beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by Starr which are used to satisfy rights under the Starr Purchase Plan.

5. Mr. Greenberg is a trustee of certain trusts for the benefit of his children and grandchildren. In addition, ownership of shares of common stock held by Mr. Greenberg's wife may be attributed to Mr. Greenberg. This transaction represents gifts of (i) 169 shares to the trust for the benefit of Anna B. Greenberg; (ii) 168 shares to the trust for the benefit of each of Julia B. Greenberg, Caroline B. Greenberg, Elizabeth R. Greenberg and Jacob D. Greenberg; (iii) 154 shares to the trust for the benefit of Anabel L. Greenberg and (iv) 153 shares to the trust for the benefit of each of Matthew G. Greenberg and Aletta B. Greenberg. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by these trusts and by his wife.

6. Mr. Greenberg is a partner of various limited and general partnerships. Beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by these partnerships is disclaimed.