

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

American International Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2012

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8787
(Commission File Number)

13-2592361
(IRS Employer
Identification No.)

180 Maiden Lane
New York, New York 10038
(Address of principal executive offices)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 — Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On May 10, 2012, American International Group, Inc. (AIG) announced that, due to his appointment as Chief Executive Officer of the Federal Home Loan Mortgage Corporation, Mr. Donald Layton had submitted his resignation from the Board of Directors of AIG (the Board) to be effective as of the commencement of AIG's 2012 Annual Meeting of Shareholders on May 16, 2012 (the Annual Meeting).

In light of Mr. Layton's unexpected resignation, the Board currently expects to add a Director. A candidate that the Board is considering is Mr. Morris W. Offit. While Mr. Offit is retiring as a Director of AIG at the Annual Meeting in accordance with the retirement guideline for AIG Directors, it may be in the best interests of AIG and its shareholders to ask Mr. Offit to serve an additional year, as permitted by the retirement guideline, in light of his knowledge of AIG's businesses and affairs.

Section 9 — Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release of American International Group, Inc. dated May 10, 2012.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.
(Registrant)

Date: May 10, 2012

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Deputy General Counsel

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Press Release of American International Group, Inc. dated May 10, 2012.



News Release

Contact: Jim Ankner (News Media)
(O): (212) 770-3277
(C): (917) 882-7677

Liz Werner (Investment Community)
(O): (212) 770-7074

AIG ANNOUNCES THE RESIGNATION OF DONALD LAYTON FROM THE AIG BOARD OF DIRECTORS

NEW YORK, May 10, 2012 – American International Group, Inc. (NYSE: AIG) announced today that, due to his appointment as Chief Executive Officer of Freddie Mac, Mr. Donald Layton had submitted his resignation from the Board of Directors of AIG to be effective as of the commencement of AIG’s 2012 Annual Meeting of Shareholders on May 16, 2012.

“We are thankful for Don’s service to the AIG Board of Directors,” said Robert S. Miller, AIG Chairman of the Board. “Don’s appointment to lead the management team at Freddie Mac signifies an important public service to the country, and we wish him great success in his new role.”

“Since joining the AIG Board of Directors in 2010, the management and employees of AIG have built on the business momentum and transformed this company,” said Mr. Layton. “I am confident in AIG’s future and take pride in the significant achievements made by AIG during my tenure on the Board.”

In light of Mr. Layton’s unexpected resignation, the AIG Board of Directors currently expects to add a Director. A candidate that the Board is considering is Mr. Morris W. Offit. While Mr. Offit is retiring as a Director of AIG at this year’s Annual Meeting in accordance with the retirement guideline for AIG Directors, it may be in the best interests of AIG and its shareholders to ask Mr. Offit to serve an additional year, as permitted by the retirement guideline, in light of his knowledge of AIG’s businesses and affairs.

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American International Group, Inc. (AIG) is a leading international insurance organization serving customers in more than 130 countries. AIG companies serve commercial, institutional, and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG common stock is listed on the New York Stock Exchange and the Tokyo Stock Exchange.

180 Maiden Lane • New York, NY 10038