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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

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

| | |
|---|---|
| Delaware | 13-2592361 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. employer identification no.) |

70 Pine Street, New York, New York 10270
(Address, including zip code, of principal executive offices)

American International Group, Inc. Amended and Restated 1999 Stock Option Plan
American International Group, Inc. Amended and Restated 1996 Employee Stock
Purchase Plan
(Full title of the plans)

Kathleen E. Shannon
Senior Vice President, Secretary
and Deputy General Counsel
70 Pine Street
New York, New York 10270
(212) 770-7000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

| Title of securities to be registered | Amount to be registered (1)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount of registration fee (3) |
|---|-----------------------------------|---|---|--------------------------------------|
| ----- | ----- | ----- | ----- | --- |

| | | | | |
|---|-------------------|---------|-----------------|--------------|
| Common Stock, par value \$2.50 per share | 35,781,250 shares | \$58.89 | \$2,107,157,813 | \$170,469.07 |
|---|-------------------|---------|-----------------|--------------|

1. This Registration Statement includes up to 5,290,625 shares of Common Stock that may be reoffered and resold by certain persons who may be deemed "affiliates" of American International Group, Inc. for purposes of the registration requirements of the Securities Act of 1933, as amended.
2. This registration statement also relates to an indeterminate number of additional shares of Common Stock that may be issued pursuant to anti-dilution and adjustment provisions of the above-referenced plans.
3. Estimated solely for purposes of calculating the registration fee. This estimate has been computed in accordance with Rule 457(c) and (h)(1) and is calculated based upon the average of the high and low sales prices of the Common Stock of American International Group, Inc. on September 2, 2003, as reported on the New York Stock Exchange Composite Tape.

INCORPORATION OF INFORMATION

Pursuant to General Instruction E to Form S-8, all the contents of Registration Statements Nos. 333-39976 and 333-48639 are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 3rd day of September, 2003.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ M.R. Greenberg

 Name: M.R. Greenberg
 Title: Chairman and Chief Executive
 Officer

KNOW ALL MEN BY THESE PRESENTS: that each person whose signature appears below constitutes and appoints M. R. Greenberg, Howard I. Smith and Martin J. Sullivan, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| SIGNATURE | TITLE | DATE |
|---|---|-------------------|
| /s/ M.R. Greenberg ----- (M.R. Greenberg) | Chairman, Chief Executive Officer and Director (Principal Executive Officer) | September 3, 2003 |
| /s/ Howard I. Smith ----- (Howard I. Smith) | Vice Chairman, Chief Financial Officer, Chief Administrative Officer and Director (Principal Financial Officer) | September 3, 2003 |
| /s/ Michael J. Castelli ----- (Michael J. Castelli) | Vice President and Comptroller (Principal Accounting Officer) | September 3, 2003 |
| ----- (M. Bernard Aidinoff) | Director | |

| SIGNATURE | TITLE | DATE |
|---|----------|-------------------|
| /s/ Pei-yuan Chia ----- (Pei-yuan Chia) | Director | September 3, 2003 |
| /s/ Marshall A. Cohen ----- (Marshall A. Cohen) | Director | September 3, 2003 |
| /s/ Barber B. Conable, Jr. ----- (Barber B. Conable, Jr.) | Director | September 3, 2003 |
| /s/ Martin S. Feldstein ----- (Martin S. Feldstein) | Director | September 3, 2003 |
| ----- (Ellen V. Futter) | Director | |
| /s/ Carla A. Hills ----- (Carla A. Hills) | Director | September 3, 2003 |
| /s/ Frank J. Hoenemeyer ----- (Frank J. Hoenemeyer) | Director | September 3, 2003 |
| /s/ Richard C. Holbrooke ----- (Richard C. Holbrooke) | Director | September 3, 2003 |
| /s/ Martin J. Sullivan ----- (Martin J. Sullivan) | Director | September 3, 2003 |
| ----- (Edmund S.W. Tse) | Director | |
| /s/ Jay S. Wintrob ----- (Jay S. Wintrob) | Director | September 3, 2003 |
| /s/ Frank G. Wisner ----- (Frank G. Wisner) | Director | September 3, 2003 |
| /s/ Frank G. Zarb ----- (Frank G. Zarb) | Director | September 3, 2003 |

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | DESCRIPTION ----- | LOCATION ----- |
|----------------------------|--|---|
| 4.1 | American International Group, Inc. Amended and Restated 1999 Stock Option Plan..... | Filed as exhibit to American International Group, Inc.'s Definitive Proxy Statement dated April 4, 2003 (File No. 1-8787) and incorporated herein by reference. |
| 4.2 | American International Group, Inc. Amended and Restated 1996 Employee Stock Purchase Plan..... | Filed as exhibit to American International Group, Inc.'s Definitive Proxy Statement dated April 4, 2003 (File No. 1-8787) and incorporated herein by reference. |
| 5 | Validity Opinion of Kathleen E. Shannon, Senior Vice President and Deputy General Counsel of American International Group, Inc. | Filed as exhibit hereto. |
| 15 | Letter re unaudited interim financial information... | None. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent accountants for American International Group, Inc. . | Filed as exhibit hereto. |
| 23.2 | Consent of Kathleen E. Shannon, Senior Vice President and Deputy General Counsel of American International Group, Inc. | Included in Exhibit 5. |
| 24 | Power of Attorney..... | Included in signature pages to this Registration Statement. |

[Letterhead of American International Group, Inc.]

September 3, 2003

American International Group, Inc.
70 Pine Street
New York, New York 10270

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 35,781,250 shares (the "Securities") of Common Stock, par value \$2.50 per share (the "Common Stock"), of American International Group, Inc., a Delaware corporation (the "Company"), I, as Senior Vice President and Deputy General Counsel of the Company, have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, I advise you that, in my opinion, with respect to the Securities (the "Option Shares") to be acquired upon the exercise of stock options (the "Options") granted under the American International Group, Inc. Amended and Restated 1999 Stock Option Plan (the "Option Plan"), and the Securities (the "Purchase Shares") to be acquired under the American International Group, Inc. Amended and Restated 1996 Employee Stock Purchase Plan (the "Purchase Plan" and, together with the Option Plan, the "Plans"), when the registration statement relating to the Securities (the "Registration Statement") has become effective under the Act, the Option Shares are duly issued and delivered upon the exercise of the Options in accordance with their terms and the terms of the Option Plan, and the Purchase Shares are duly issued and delivered in accordance with the terms of the Purchase Plan, and the Securities are issued, paid for and sold as contemplated by the Registration Statement, the Securities will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the Federal laws of the United States and the General Corporation Law of the State of Delaware, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

With your approval, I have relied as to certain matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible, and I have assumed that the certificates for the Securities will conform to the specimen thereof examined by me and will be duly countersigned by a transfer agent and duly registered by a registrar of the Common Stock, that at the time of delivery of each Security all conditions to such delivery shall have been satisfied or waived, and that the signatures on all documents examined by me are genuine, assumptions that I have not independently verified.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Kathleen E. Shannon

Kathleen E. Shannon
Senior Vice President and
Deputy General Counsel

EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 12, 2003 relating to the consolidated financial statements and financial statement schedules of American International Group, Inc. and subsidiaries (the "Company") as of December 31, 2002, and 2001, and for each of the three years in the period ended December 31, 2002, which report is included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.

/s/ PricewaterhouseCoopers LLP

New York, New York
September 3, 2003