

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 24, 2004

AMERICAN INTERNATIONAL GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-8787
(Commission File Number)

13-2592361
(IRS Employer
Identification No.)

70 Pine Street
New York, New York 10270
(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 7 - Regulation FD

Item 7.01. Regulation FD Disclosure.

On November 24, 2004, American International Group, Inc. (AIG) issued a press release announcing the significant details of the proposed settlement with the Securities and Exchange Commission and the U.S. Department of Justice with respect to issues arising from certain structured transactions with The PNC Financial Services Group, Inc., Brightpoint, Inc., and related matters. The proposed settlement was announced by AIG in AIG's press release issued on November 23, 2004. A copy of AIG's November 24, 2004 press release is attached as Exhibit 99.1 to this Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: November 24, 2004

By /s/ ERNEST T. PATRIKIS

Name: Ernest T. Patrikis
Title: Senior Vice President
and General Counsel

EXHIBIT INDEX

Exhibit No.

Description

99.1

Press Release of American International
Group, Inc. dated November 24, 2004.

NEWS

[AIG LOGO]

Contact: Charlene Hamrah (Investment Community)
212/770-7074

Joe Norton (News Media)
212/770-3144

AIG ANNOUNCES SIGNIFICANT DETAILS OF PROPOSED SETTLEMENT
WITH THE SECURITIES AND EXCHANGE COMMISSION AND
THE U.S. DEPARTMENT OF JUSTICE ON BRIGHTPOINT, INC. AND
THE PNC FINANCIAL SERVICES GROUP, INC.

NEW YORK, November 24, 2004 - As announced by American International Group, Inc. (AIG) on November 23, 2004, AIG and its subsidiary AIG Financial Products Corp. (AIGFP) have submitted an offer of settlement to the Staff of the Securities and Exchange Commission (SEC) that the Staff has agreed to recommend to the SEC, and reached agreement in principle with the Fraud Section of the United States Department of Justice (DOJ), with respect to issues arising from certain structured transactions with Brightpoint, Inc., The PNC Financial Services Group, Inc. (PNC), and related matters.

The proposed agreement with the SEC, under which AIG will not admit or deny any wrongdoing, will fully resolve all claims against AIG and its subsidiaries regarding the transactions and related public statements and press releases. Pursuant to the proposed agreement, AIG will pay into an SEC disgorgement fund approximately \$46 million in fees (and interest on the fees) on the PNC transactions. In addition, AIG will be enjoined from future violations of certain provisions of the federal securities laws. The Brightpoint transaction was settled with the SEC in 2003. The proposed settlement includes the appointment of an independent consultant who will review certain transactions entered into between 2000 and 2004 to determine whether the transactions were used by a counterparty to violate GAAP or obtain a specified accounting or reporting result. The consultant will be mutually agreed upon by the SEC, the DOJ, and AIG. The proposed settlement also requires AIG to establish a transaction review committee. The independent consultant will review the policies and procedures of the transaction review committee.

AIGFP will pay a penalty of \$80 million to the DOJ. The proposed settlement with the DOJ consists of an agreement with respect to AIG and AIGFP and a complaint and deferred prosecution agreement with AIGFP PAGIC Equity Holding Corp. (PAGIC) that will foreclose future prosecutions in connection with the PNC and Brightpoint transactions, provided that the companies comply with the agreements.

AIG Chairman M. R. Greenberg said, "This proposed settlement will be comprehensive and bring finality to the claims raised by the SEC and the DOJ. It is in the best interests of our shareholders, customers and employees to reach this settlement."

This press release may contain forward-looking statements. Please refer to the AIG Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 and AIG's past and future filings and reports filed with the Securities and Exchange Commission for a description of the business environment in which AIG operates and the important factors that may affect its business. AIG is not under any obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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American International Group, Inc. (AIG) is the world's leading international insurance and financial services organization, with operations in more than 130 countries and jurisdictions. AIG member companies serve commercial, institutional and individual customers through the most extensive worldwide property-casualty and life insurance networks of any insurer. In the United States, AIG companies are the largest underwriters of commercial and industrial insurance and AIG American General is a top-ranked life insurer. AIG's global businesses also include retirement services, financial services and asset management. AIG's financial services businesses include aircraft leasing, financial products, trading and market making. AIG's growing global consumer finance business is led in the United States by American General Finance. AIG also has one of the largest U.S. retirement services businesses through AIG SunAmerica and AIG VALIC, and is a leader in asset management for the individual and institutional markets, with specialized investment management capabilities in equities, fixed income, alternative investments and real estate. AIG's common

stock is listed on the New York Stock Exchange, as well as the stock exchanges in London, Paris, Switzerland and Tokyo.

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