

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	
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1. Name and Address of Reporting Person* <u>Mouri Naohiro</u> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET (Street) NEW YORK NY 10038 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 01/01/2019	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

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	01/01/2019		M		468 ⁽¹⁾	A	\$0.0000	747	D	
Common Stock	01/01/2019		M		372 ⁽²⁾	A	\$0.0000	1,119	D	
Common Stock	01/01/2019		M		145 ⁽³⁾	A	\$0.0000	1,264	D	
Common Stock	01/01/2019		M		142 ⁽⁴⁾	A	\$0.0000	1,406	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						Title
2015 Performance Share Units	(5)	01/01/2019		M		145 ⁽³⁾		(3)	(3)	Common Stock	145	\$0.0000	148	D	
2015 Restricted Stock Units	(5)	01/01/2019		M		142 ⁽⁴⁾		(4)	(4)	Common Stock	142	\$0.0000	142	D	
2015 Supplemental Restricted Stock Units	(5)	01/01/2019		M		372 ⁽²⁾		(2)	(2)	Common Stock	372	\$0.0000	187	D	
2016 Restricted Stock Units	(5)	01/01/2019		M		468 ⁽¹⁾		(1)	(1)	Common Stock	468	\$0.0000	941	D	

Explanation of Responses:

- Represents AIG Common Stock underlying 2016 Restricted Stock Units (including dividend equivalent rights in the form of 2016 Restricted Stock Units) that vest in January 2019. The 2016 Restricted Stock Units vest one-third in January of each of 2019, 2020 and 2021, each subject to the reporting person's continued employment through the applicable vesting date, and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying 2015 Supplemental Restricted Stock Units (including dividend equivalent rights in the form of 2015 Supplemental Restricted Stock Units) that vest in January 2019. The 2015 Supplemental Restricted Stock Units vest two-thirds in January 2019 and one-third in January 2020, each subject to the reporting person's continued employment through the applicable vesting date, and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying 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 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units vest one-third in January of each of 2018, 2019 and 2020 and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying 2015 Restricted Stock Units (including dividend equivalent rights in the form of 2015 Restricted Stock Units) that vest in January 2019. The 2015 Restricted Stock Units vest one-third in January of each of 2018, 2019 and 2020, each subject to the reporting person's continued employment through the applicable vesting date, and are settled in shares of AIG Common Stock.
- The securities convert to AIG Common Stock on a 1 to 1 basis.

/s/ James J. Killerlane III, by 01/03/2019
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.

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