FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, D | .C. 20549 |
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| STATEMENT | OF CHANGES I | N BENEFICIAL | OWNERSHIP |
|-----------|--------------|--------------|------------------|

| OMB APPRO | JVAL | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|
| 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* NORA JOHNSON SUZANNE M | | | | <u>A</u> | 2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG] | | | | | | | | ck all appli | | g Pers | son(s) to Iss 10% O | |
|---|--|--|---|-----------------|--|--------------------|-----------------|--|--------------------|--|--------------------------------|-----|---|--|---|--|---------------------------------------|
| (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET | | | | 3. | 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2020 | | | | | | | | Officer below) | (give title | | Other (below) | specify |
| (Street) NEW YORK NY 10038 (City) (State) (Zip) | | | | 4. | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Inc Line) X | · | | | | | |
| | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | |
| Date | | | Transaction te onth/Day/Y | Execution Date, | | | Code (Instr. 5) | | | | , 4 and Securit Benefic | | ies Folicially (D) Following (I) | | Ownership orm: Direct) or Indirect (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | | | | Code V Amount | | t (A) | or Pr | ice | Transac (Instr. 3 | tion(s) | | | |
| | 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) | Code | action (Instr. | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | e s Illy | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar | ber | | | | | |
| Deferred Stock Unit | (1) | 01/02/2020 | | A | | 162 ⁽¹⁾ | | (1) | (1) | Commo Stock | ⁿ 16 | 2 | (1) | 26,658 ⁽² | 2) | D | |

Explanation of Responses:

2. Reflects deferred stock units previously granted pursuant to the 2007 Plan, the 2010 Plan and the 2013 Plan.

/s/ Rose Marie E. Glazer, 01/06/2020 attorney-in-fact

** 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.

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.} Dividend equivalent in the form of deferred stock units with respect to deferred stock units previously awarded under the American International Group, Inc. ("AIG") Amended and Restated 2007 Stock Incentive Plan (the "2007 Plan"), the AIG 2010 Stock Incentive Plan (the "2010 Plan"), the AIG 2010 Stock Incentive Plan (the "2013 Plan"). Subject to the terms of the 2007 Plan, the 2010 Plan and the 2013 Plan, respectively, and the related award agreement, shares of AIG Common Stock underlying the deferred stock units will be deliverable, without any cash consideration or conditions, on the last trading day of the month in which the director ceases to be a director of AIG.