Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL										
0	OMB Number: 3235-0287										
Es	Estimated average burden										
ho	urs per response:	0.5									

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

			or because bo(ii) of the investment bompany rise of 1040								
1. Name and Address of Reporting Person* <u>Herzog David L</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [AIG]		ationship of Reporting Per a all applicable) Director Officer (give title below)	son(s) to Issuer 10% Owner Other (specify below)					
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE ST.		,	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2010		Executive VP & CFO						
(Street) NEW YORK (City)	NY (State)	10270 (Zip)	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										

of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(1150.4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(org), paro, stantano, options, controllible scontacs)														
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (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	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	Amount or Number of Shares		(Instr. 4)		
\$30.12 ⁽¹⁾	05/14/2010		М			1,284.09 ⁽²⁾	(3)	(3)	Common Stock	1,284.09	\$0 ⁽⁴⁾	87,960	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, (Month/Day/Year) 3. TransaCode (Month/Day/Year) (Month/Day/Year) 4. Transa Code (8) Code	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8) Code V (A)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. 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Explanation of Responses:

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. Represents the payment in cash of \$51,003.96, net of applicable taxes, in settlement of stock salary based on AIG's share price on May 14, 2010. The settlement date for this award was accelerated by one year after certification to the Special Master for TARP Executive Compensation that AIG had completed a corporate transaction that resulted in a repayment to the Federal Reserve Bank of New York.

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

Remarks:

1. Title

/s/ Kathleen E. Shannon, by POA for David L. Herzog

05/17/2010

** 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.