FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPRO	OVAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	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

Name and Address of Reporting Person*							2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
KANAK DONALD P						INC [(AIG)]								X	X Director			10% O	vner	
(Last)	(Fi	rst)	(Middle)		-	<u>mo</u> [(aio)]								X	Office below	er (give title v)		Other (s	specify	
l ` ′	`	,		3. Date of Earliest Transaction (Month/Day/Year)								Vice Chairman								
AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET						01/03/2006														
/U PINE	SIKEEI										C. Ladicido do Taint/Ourses Filips (Obsala A. F. J.)									
(Ctroot)							If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) NEW YORK NY 10270													X	X Form filed by One Reporting Person						
1010														Form filed by More than One Reporting						
(City)	(9)	tata)	(7in)												Person					
(City) (State) (Zip)																				
		Tab	le I - Nor	า-Deri	vative	e Se	curitie	es Ac	quired	, Dis	sposed	of, or Be	enefic	cially	Owne	d				
1. Title of Security (Instr. 3) 2. Transac							2A. Deer		3. 4. Securities Acquired (A)				red (A)	or					7. Nature	
Date					/Day/Ye		Execution if any	xecution Date,		Transaction Disp Code (Instr. 5)		d Of (D) (In	str. 3, 4	and	Securiti Benefic			m: Direct or Indirect	of Indirect Beneficial	
							(Month/Day/Year)		ır) 8)						Owned Reporte			Instr. 4)	Ownership (Instr. 4)	
							v	Amount	(A) c	or Pri	ice	Transac (Instr. 3	tion(s)			` ' '				
Common	Stock		2/2004	2006			М	\vdash	179	- \ \ \ \ \ \ \	4	55.82	,	23,895		D				
Common Stock 01/03/2							2000		IVI	<u> </u>	1/5	1/3 A 4		33.02	23	25,035		ע		
		Т	able II - I												Owned					
(e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any (Month/Day/Ye	Date,	4.				6. Date Exercisa			7. Title and			Price of	9. Number of		10.	11. Nature	
Derivative Security	Conversion or Exercise				Transaction Code (Inst		str. Derivative		Expiration Date (Month/Day/Year)			Amount of Securities			erivative ecurity	Securities		Ownership Form:	Beneficial	
(Instr. 3)	Price of Derivative			y/Year)	8)		Securities Acquired					Underlying Derivative Securi			nstr. 5)	Beneficially Owned		Direct (D) or Indirect	Ownership (Instr. 4)	
	Security							(A) or Disposed		(Instr. 3 and 4)				.,		Following Reported		(I) (Instr. 4)	[
							of (D) (Instr. 3, 4 and 5)									Transaction(s) (Instr. 4)				
										Т			Amou	unt				1		
													or Numl							
					Cada	١,,	/,,	_,	Date Exercisal		Expiration	Title	of							
					Code	V	(A)	(D)	Exercisal	ne I	Date	Title	Share	25			-			
Employee Stock	\$55.82	01/02/2006			M			179	01/02/200	ر ا بر	01/02/2006	Common	179		(1)	0		D		
Purchase Plan	Φυυ.02	01/03/2006			M			1/9	01/02/200	,	11/02/2006	Stock	1/3	³	(1)			ע		

Explanation of Responses:

1. Acquired pursuant to the American International Group, Inc. 1996 Employee Stock Purchase Plan.

Remarks:

By: /s/ Kathleen E. Shannon, by power of attorney for

01/03/2006

** 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.