

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): January 18, 2006

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 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On January 18, 2006, the Board of Directors of American International Group, Inc. (AIG) elected Fred H. Langhammer and Robert B. Willumstad Directors. Mr. Willumstad will serve on the Finance Committee and additional committee assignments for both new directors will be determined at a later date. A copy of the press release announcing the election of Messrs. Langhammer and Willumstad is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In addition, on January 18, 2006, Donald P. Kanak, Executive Vice Chairman and Chief Operating Officer, gave a notice of the termination of his employment with AIG for Good Reason pursuant to section 9(c) of his Employment Agreement with AIG. Mr. Kanak's Employment Agreement is filed as an exhibit to AIG's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2005. Mr. Kanak resigned as a director of AIG effective as of January 18, 2006. AIG has issued a press release announcing Mr. Kanak's resignation, a copy of which is attached as Exhibit 99.2 to this Current Report on Form 8-K. A copy of Mr. Kanak's notice of termination is attached as Exhibit 99.3 to this Current Report on Form 8-K.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- Exhibit 99.1 Press Release of American International Group, Inc. dated January 18, 2006.
- Exhibit 99.2 Press Release of American International Group, Inc. dated January 18, 2006.
- Exhibit 99.3 Notice of Termination.

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: January 18, 2006

By /s/ KATHLEEN E. SHANNON

Name: Kathleen E. Shannon
Title: Senior Vice President
and Secretary

NEWS

(AIG LOGO)

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

Joe Norton (News Media)
212/770-3144

AIG ELECTS FRED H. LANGHAMMER AND ROBERT B. WILLUMSTAD

TO BOARD OF DIRECTORS

NEW YORK, January 18, 2006 - The Board of Directors of American International Group, Inc. (AIG) has elected Fred H. Langhammer and Robert B. Willumstad Directors.

Mr. Langhammer, 62, served as Chief Executive Officer of The Estee Lauder Companies Inc. from 1999 to 2004, and was President and Chief Operating Officer of the company from 1995 to 1999. Currently, Mr. Langhammer is Chairman, Global Affairs of Estee Lauder. He joined the company in 1975 as President of Estee Lauder Japan, and in 1982 he became Managing Director of Estee Lauder Germany. Prior to joining Estee Lauder, Mr. Langhammer was General Manager of Dodwell Japan's import division, a subsidiary of Inchape, a major British trading company and one of the first Western consumer products companies to enter Japan. Mr. Langhammer serves on the Boards of The Walt Disney Company and Shinsei Bank. He also served on the Board of The Gillette Company from 2003 to 2005, is a Senior Fellow of the Foreign Policy Association, and is Co-Chairman of the American Institute for Contemporary German Studies, The Johns Hopkins University.

Mr. Willumstad, 60, recently retired as President and Chief Operating Officer of Citigroup Inc. He was a member of the Citigroup Management and Business Heads Committee and of the Citigroup Board of Directors. Earlier Mr. Willumstad served as Chairman and Chief Executive Officer of the Global Consumer Group at Citigroup, with responsibility for all of Citigroup's global consumer businesses, including credit cards, consumer finance and retail banking. Mr. Willumstad previously was Vice Chairman of the Global Consumer Group and led Citigroup's Global Consumer Lending shortly after the merger of Citicorp and Travelers Group in 1998. Prior to the formation of Citigroup, he was Chairman and Chief Executive Officer of Travelers Group Consumer Financial Services. He joined CitiFinancial (then Commercial Credit, a predecessor company) in 1987. Mr. Willumstad earlier spent 20 years with Chemical Bank with positions in operations, retail banking and computer systems. He is a member of the Board of Directors of Mastercard International and S.C. Johnson & Son, Inc. He also serves on the Board of Habitat for Humanity, and is a Trustee for the American Scandinavian Foundation and a member of the Board of Adelphi University.

- more -

AMERICAN INTERNATIONAL GROUP, INC.
70 Pine Street, New York, NY 10270

Commenting on the new Directors' election, Martin J. Sullivan, AIG President and Chief Executive Officer, said, "These two appointments will deepen the AIG Board's expertise in global business. Fred Langhammer brings outstanding experience as the former CEO of a global company, having also been deeply involved with building Estee Lauder's business in Japan, one of AIG's most important markets. Bob Willumstad is one of the most experienced and respected executives worldwide in financial services, with a special expertise in consumer financial services. His many years in senior positions at Citigroup and earlier at Chemical Bank give him a perspective that will be particularly valuable as AIG seeks to expand in markets around the world. I look forward to working closely with both Fred and Bob in the future."

Frank G. Zarb, Chairman of AIG's Board of Directors, commented, "We are delighted that Fred Langhammer and Bob Willumstad are joining the AIG Board. They are both experienced business leaders with strong backgrounds in key AIG global markets. I am confident Fred and Bob will make significant contributions to the Board's deliberations on a wide variety of matters."

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American International Group, Inc. (AIG), world leaders in insurance and financial services, is the leading international insurance organization with operations in more than 130 countries and jurisdictions. AIG companies serve commercial, institutional and individual customers through the most extensive worldwide property-casualty and life insurance networks of any insurer. In addition, AIG companies are leading providers of retirement services, financial services and asset management around the world. AIG's common stock is listed in the U.S. on the New York Stock Exchange and ArcaEx, as well as the stock exchanges in London, Paris, Switzerland and Tokyo.

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NEWS

(AIG LOGO)

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

Joe Norton (News Media)
212/770-3144

AIG ANNOUNCES RESIGNATION OF DONALD P. KANAK, EXECUTIVE VICE
CHAIRMAN AND CHIEF OPERATING OFFICER

NEW YORK, January 18, 2006 - American International Group, Inc. (AIG) has announced that Donald P. Kanak, Executive Vice Chairman and Chief Operating Officer, has resigned from the company, effective January 31st, for personal reasons. Mr. Kanak has also resigned from the AIG Board of Directors with immediate effect. Mr. Kanak has agreed to be available over the coming months to assist in a smooth transition of his responsibilities and to provide advice to management.

Mr. Kanak joined AIG in 1992 in Japan, and later became President and CEO of AIG's Companies in Japan and Korea. He was named to his current position last year. Commenting on Mr. Kanak's resignation, AIG President and Chief Executive Officer Martin J. Sullivan said, "Don Kanak has made significant contributions to AIG during the past 14 years, particularly with respect to our insurance businesses in Asia. His colleagues in management and on the Board of Directors wish Don well in all his future endeavors."

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AMERICAN INTERNATIONAL GROUP, INC.
70 Pine Street, New York, NY 10270

January 18, 2006

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

Attention: Compensation Committee
General Counsel

Dear Sirs:

This constitutes a Notice of Termination pursuant to Section 9(c) of the Employment Agreement between American International Group, Inc. (the "Company") and myself, dated as of June 27, 2005 (the "Agreement").

My date of termination as Vice Chairman and Chief Operating Officer of the Company will be January 31, 2006. It is my understanding that the Company accepts my date of resignation and does not require additional detail in order for me to be entitled to the payments and benefits set forth in Section 9(c). By signing below, you acknowledge my entitlement to the payments referred to above.

This notice also will serve as my notice of resignation from the Board of Directors of the Company and from any other position I may have as a director or officer of the any of the Company's subsidiaries. This resignation is effective immediately.

I want to thank Martin Sullivan and the directors, the management, and employees of AIG, with whom I have had the privilege of working. Over the 14 years I have spent with AIG, I consider myself fortunate to have worked together with the industry's finest professionals in the U.S. and overseas. I wish continued success to them and the company, which I believe will continue to distinguish itself as the strongest insurance organization in the world.

Sincerely,

/s/ Donald P. Kanak

Donald P. Kanak

Accepted and agreed,

/s/ Martin J. Sullivan

American International Group, Inc.

cc: Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, New York 10019-6064
Attn: Michael J. Segal, Esq.