

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours 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

1. Name and Address of Reporting Person* <u>Lyons Mark Donald</u>  (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET  (Street) NEW YORK NY 10038  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/04/2018	3. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive VP & CFO	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option A (Right to Buy)	(1)	06/18/2025	Common Stock	156,250 <sup>(1)</sup>	55.55	D	
Stock Option B (Right to Buy)	(2)	06/18/2025	Common Stock	47,594 <sup>(2)</sup>	55.55	D	
Stock Option C (Right to Buy)	(3)	06/18/2025	Common Stock	46,904 <sup>(3)</sup>	55.55	D	
Stock Option D (Right to Buy)	(4)	06/18/2025	Common Stock	48,780 <sup>(4)</sup>	55.55	D	

**Explanation of Responses:**

- The options were granted under and are subject to the terms of the AIG 2013 Omnibus Incentive Plan (the "Plan") and vest in equal installments on each of June 18, 2019, June 18, 2020 and June 18, 2021.
- The options were granted under and are subject to the terms of the Plan and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$10.00 over \$55.55, the closing AIG Common Stock price on June 18, 2018 (the "Reference Price"), but will not vest faster than in three annual installments beginning on June 18, 2019, such that 16,087 options will vest on June 18, 2019, 15,873 options will vest on June 18, 2020 and 15,634 options will vest on June 18, 2021.
- The options were granted under and are subject to the terms of the Plan and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$20.00 over the Reference Price.
- The options were granted under and are subject to the terms of the Plan and vest based upon AIG attaining a closing AIG Common Stock price, for at least 20 consecutive trading days, of at least \$30.00 over the Reference Price.

**Remarks:**

poamarkdlyons.txt

/s/ James J. Killerlane III, by 12/14/2018  
POA for Mark D. Lyons

\*\* 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Rose Marie E. Glazer, James J. Killerlane III and Jung W. Ju, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) Execute for and on behalf of the undersigned, any Forms 3, 4, and 5 in accordance with Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder that the undersigned may be required to file as an officer of American International Group, Inc. (the "Company");

(2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such Form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of the Company, unless earlier revoked by the undersigned in a signed writing delivered to each attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 6th day of December 2018.

Signature: /s/ Mark D.Lyons  
Mark D.Lyons