

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<b>1. Name and Address of Reporting Person*</b> <u>RUSSO THOMAS A</u> <hr/> (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>175 WATER STREET</u> <hr/> (Street) <u>NEW YORK NY 10038</u> <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>EVP &amp; General Counsel</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/24/2016</u>	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	03/24/2016		M		42,296 <sup>(1)</sup>	A	\$0.0000	67,029	D	

**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)	4. Transaction Code (Instr. 8)		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 Transaction(s) (Instr. 4)	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				
2013 Performance Share Units	(2)	03/24/2016		A		126,888 <sup>(3)</sup>		(3)	(3)	Common Stock	126,888	\$0.0000	126,888	D	
2013 Performance Share Units	(2)	03/24/2016		M		42,296 <sup>(1)</sup>		(1)	(1)	Common Stock	42,296	\$0.0000	84,592	D	

**Explanation of Responses:**

- Represents AIG Common Stock underlying one-third of the 2013 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in March 2016 based on pre-established performance goals for the three-year performance period ended December 31, 2015. The earned 2013 Performance Share Units vest one-third in January of each of 2016, 2017 and 2018 and are settled in shares of AIG Common Stock.
- The Performance Share Units convert to AIG Common Stock on a 1 to 1 basis.
- Represents the actual number of 2013 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in March 2016 based on pre-established performance goals for the three-year performance period ended December 31, 2015. The earned 2013 Performance Share Units vest one-third in January of each of 2016, 2017 and 2018 and are settled in shares of AIG Common Stock.

/s/ James J. Killerlane III, by  
POA for Thomas A. Russo 03/28/2016

\*\* 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.

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