FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washing

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| gton, D.C. 2 | 20549 |   |      | OMB APPROVAL |

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| l | OMB Number:              | 3235-0287 |
| I | Estimated average burden |           |

0.5

hours per response:

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

## 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

| 1. Name and Address of Reporting Person* SCHREIBER BRIAN T                   |   |  |   |              |  | 2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]                  |                          |  |     |  |                 |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Own  Officer (give title Other (spe                          |  |  |  |   |  |
|--|---|--|---|--------------|--|---|--------------------------|--|-----|--|-----------------|---|--|--|--|--|---|--|
| (Last) (First) (Middle)  AMERICAN INTERNATIONAL GROUP, INC.  180 MAIDEN LANE |   |  |   |              |  | 3. Date of Earliest Transaction (Month/Day/Year) 01/29/2013   |                          |  |     |  |                 |   | X Officer (give title Other (specify below)  Executive Vice President  |  |  |  |   |  |
| (Street) NEW YORK NY 10038 (City) (State) (Zip)                              |   |  |   | 4            | 4. If Amendment, Date of Original Filed (Month/Day/Year) |   |                          |  |     |  |                 | 6. Indi   | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |  |  |  |   |  |
|  |   | T  | able I - Non-D  | Deriva       | tive S   | Secu  | rities Acq               | uired, D   | isp | osed of  | , or Ben        | eficially C   | wned   |  |  |  |   |  |
| 1. Title of Security (Instr. 3) 2. Trans Date                                |   |  |   |              | Execution I<br>(Day/Year) if any                         |   | cution Date,             | 3.<br>Transaction<br>Code (Instr.<br>8)                        |     | 4. Securities Acquired (A) o<br>Disposed Of (D) (Instr. 3, 4 a                             |                 |   | and 5) Securities<br>Beneficially<br>Following R   |  | 6. Own<br>Form: I<br>(D) or I<br>(I) (Inst                               | Direct II<br>Indirect E<br>tr. 4)                                  | . Nature of<br>ndirect<br>Beneficial<br>Ownership |  |
|  |   |  |   |              |  |   |                          | Code   | v   | Amount   | (A) or<br>(D)   | Price   | Transaction<br>(Instr. 3 and   |  |  |  | nstr. 4)  |  |
|  |   |  | Table II - De   |              |  |   | ties Acqu<br>warrants,   |  |     |  |                 |   | /ned   |  |  |  |   |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                          | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Code (Instr. |  | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |                          | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following   | re<br>es<br>ally<br>ng                   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |   |  |
|  |   |  |   | Code         | v  | (A)   | (D)                      | Date<br>Exercisab  |     | Expiration<br>Date   | Title           | Amount or<br>Number of<br>Shares                    |  | Reported<br>Transaction(s)<br>(Instr. 4) | tion(s)  |  |   |  |
| Long-Term<br>Performance<br>Units  | \$35.38 <sup>(1)</sup>  | 01/29/2013                                 |   | М            |  |   | 278.8417 <sup>(2)</sup>  | (3)  |     | (3)  | Common<br>Stock | 278.8417  | (4)  | 0.00                                     | 00   | D  |   |  |
| Restricted<br>Stock Unit   | \$33.54 <sup>(1)</sup>  | 01/29/2013                                 |   | М            |  |   | 1,859.788 <sup>(2)</sup> | (3)  |     | (3)  | Common<br>Stock | 1,859.788   | (4)  | 0.00                                     | 00   | D  |   |  |

## **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 an aggregate amount of \$80,882.97, before applicable taxes, in settlement of fully vested LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).
- 3. These securities do not have an exercisable date or expiration date.
- 4. These securities do not carry a conversion or exercise price.

/s/ Patricia M. Carroll, by POA 01/31/2013 for Brian T. Schreiber

\*\* 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.