

OMB APPROVAL	
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**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).

1. Name and Address of Reporting Person* <u>Fato Luciana</u>  (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET  (Street) NEW YORK NY 10038  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [ AIG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/10/2020</u>	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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
2020 Restricted Stock Units	(1)	09/10/2020		A		5,951 <sup>(2)</sup>		(2)	(2)	Common Stock	5,951	\$0.0000	27,963	D	
2020 Stock Option (Right to Buy)	\$28.16	09/10/2020		A		25,510		01/01/2023	09/10/2030	Common Stock	25,510	\$0.0000	25,510	D	
Restricted Stock Units	(1)	09/10/2020		A		34,002 <sup>(3)</sup>		(3)	(3)	Common Stock	34,002	\$0.0000	34,002	D	

**Explanation of Responses:**

- The 2020 Restricted Stock Units and Restricted Stock Units convert to AIG Common Stock on a 1-to-1 basis.
- Represents the grant of 2020 Restricted Stock Units. The 2020 Restricted Stock Units vest on January 1, 2023, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional 2020 Restricted Stock Units.
- Represents the grant of Restricted Stock Units. The Restricted Stock Units vest fifty percent on September 10, 2021, and fifty percent on September 10, 2022, subject to the reporting person's continued employment through the vesting date, and are settled in shares of AIG Common Stock. The award includes dividend equivalent rights payable in the form of additional Restricted Stock Units.

/s/ Alanna Franco, attorney-in-fact 09/14/2020

\*\* 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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