

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>RUSSO THOMAS A</u> <hr/> (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>70 PINE STREET</u> <hr/> (Street) <u>NEW YORK NY 10270</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/25/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u> <hr/> 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) <p style="text-align: center;"><u>EVP & General Counsel</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/01/2010</u> <hr/> 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
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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			
<u>Restricted Stock Unit</u>	<u>02/18/2011⁽¹⁾</u>	<u>(1)</u>	<u>Common Stock</u>	<u>134⁽¹⁾</u>	<u>(2)</u>	<u>D</u>	
<u>Restricted Stock Unit</u>	<u>02/19/2013⁽³⁾</u>	<u>(3)</u>	<u>Common Stock</u>	<u>404⁽³⁾</u>	<u>(2)</u>	<u>D</u>	

Explanation of Responses:

1. This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the first anniversary of the grant date, and will be paid on the next payroll date after the amount is determined. This award reflects 154 shares less the 20 shares withheld for taxes.
2. These securities do not carry a conversion price or expiration date.
3. This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the third anniversary of the grant date, and will be paid on the next payroll date after the amount is determined. This award reflects 462 shares less the 58 shares withheld for taxes.

Remarks:

/s/ Kathleen E. Shannon, by
POA for Thomas A. Russo

03/04/2010

** 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.