

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Macia Seraina</u>			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>Executive Vice President</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2019</u>			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		
<u>AMERICAN INTERNATIONAL GROUP, INC.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
<u>175 WATER STREET</u>								
(Street)								
<u>NEW YORK</u>	<u>NY</u>	<u>10038</u>						
(City)	(State)	(Zip)						

**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	01/01/2019		M		10,349 <sup>(1)</sup>	A	\$0.0000	15,003	D	
Common Stock	01/01/2019		M		9,589 <sup>(2)</sup>	A	\$0.0000	24,592	D	
Common Stock	01/01/2019		M		4,534 <sup>(3)</sup>	A	\$0.0000	29,126	D	
Common Stock	01/01/2019		M		2,366 <sup>(4)</sup>	A	\$0.0000	31,492	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
2014 Performance Share Units	(5)	01/01/2019		M		9,589 <sup>(2)</sup>		(2)	(2)	Common Stock	9,589	\$0.0000	0.0000	D	
2015 Performance Share Units	(5)	01/01/2019		M		2,366 <sup>(4)</sup>		(4)	(4)	Common Stock	2,366	\$0.0000	2,367	D	
Restricted Stock Unit	(5)	01/01/2019		M		4,534 <sup>(3)</sup>		(3)	(3)	Common Stock	4,534	\$0.0000	13,736	D	
Restricted Stock Unit - 2018	(5)	01/01/2019		M		10,349 <sup>(1)</sup>		(1)	(1)	Common Stock	10,349	\$0.0000	5,333	D	

**Explanation of Responses:**

- Represents AIG Common Stock underlying Restricted Stock Units (including dividend equivalent rights in the form of Restricted Stock Units) that vest in January 2019. The Restricted Stock Units vest 66 percent in January 2019 and 34 percent in January 2020, each subject to the reporting person's continued employment through the applicable vesting date, and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying one-third of the 2014 Performance Share Units earned as determined by AIG's Compensation and Management Resources Committee in January 2017 based on pre-established performance goals for the three-year performance period ended December 31, 2016. The earned 2014 Performance Share Units have vested for the reporting person and are settled in shares of AIG Common Stock one-third in January of each of 2017, 2018 and 2019.
- Represents AIG Common Stock underlying Restricted Stock Units (including dividend equivalent rights in the form of Restricted Stock Units) that vest in January 2019. The Restricted Stock Units vest 20 percent in January 2018, 20 percent in January 2019, 40 percent in January 2020 and 20 percent in January 2021, each subject to the reporting person's continued employment through the applicable vesting date, and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying one-third of the 2015 Performance Share Units (including dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The earned 2015 Performance Share Units have vested for the reporting person and are settled in shares of AIG Common Stock one-third in January of each of 2018, 2019 and 2020.
- The securities convert to AIG Common Stock on a 1 to 1 basis.

/s/ James J. Killerlane III, by 01/03/2019  
POA for Seraina Macia

\*\* 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.**