FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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OMB APPROVAL								
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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

(Last) (First) (Middle) 175 WATER STREET (Street) NEW YORK NY 10038 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Instr. 3) (A. Securities Acquired (A) or Date Execution Date, (Month/Day/Year) (Instr. 3) (B. Ownership Form filed by More than One Reporting Person for Beneficially Owned Following Reported Following Repo	Name and Address of Reporting Person* Daylo, John O					2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
3. Date of Earliest Transaction (Month/Day/Year) Conversion	<u>Doyle John Q</u>					INC [AIG]							X		ve title				
City (State Vortex Vor						` ' '													
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/	(Street) NEW YORK NY 10038				4. If Amendment, Date of Original Filed (Month/Day/Year)							X Form filed by One Reporting Person							
1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction (Dorivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Securities (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned (D) or Indirect (I) (Instr. 4) 6. Ownership Form: Direct (D) or Indirect Beneficially Owned (Instr. 4) 6. Ownership Form: Direct (D) or Indirect Beneficially Owned (Instr. 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 3) 8. Price of Derivative Security (Instr. 3) 9. Number of Derivative Security (Instr. 3) 11. Nature Of Indirect Beneficially Owned (Month/Day/Year) 12. Title of Derivative Securities (Month/Day/Year) 13. Transaction Date (Month/Day/Year) 14. Securities Acquired (A) or Disposed of (D) (Instr. 4) 15. Amount of Disposed of (D) (Instr. 4) 16. Ownership Own	(City)	(\$	State)	(Zip)										T OITH IIICC	a by Worc	. triari O	ine reporting	g 1 C13011	
Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3 and 4) Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 4) Transaction(s) (Instr. 4) Transaction(s) (Instr. 3 and 4) Transaction(s) (Instr. 4) Transaction Securities Transaction Solve (Instr. 4) Transaction Securities Transaction Solve (Instr. 4) Transaction Date (Month/Day/Year) Transaction Date (Month/Day/Y				Table I - Non-	-Deriv	ative	Se	curities Acc	quired	, Dis	posed o	f, or Bei	neficially O	wned					
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) Price of Derivative Security (Instr. 3 and 4) Amount or Number of Securities Underlying Derivative Securities Securities Securities (Instr. 4) Price of Derivative Securities Underlying Derivative Securities Secur	Date				Date	Date		Execution Date, if any	Transaction Dispos		n Dispose			Securities Beneficially Following R	Owned (D) (Reported (I) (II	Form: (D) or I	n: Direct In or Indirect Enstr. 4)	ndirect Beneficial Ownership	
(e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Security (Instr. 3) 2. Conversion of Exercise Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Amount or Derivative Security (Instr. 3) Restricted									Code	· v	Amount	(A) (D)	or Price				(1		
Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3 and 4) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 4) Price of Derivative Security (Instr. 5) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr. 3) Price of Indirect Price (Instr. 4) Price of Derivative Security (Instr. 3) Price of Month/Day/Pear) Price of Derivative Security (Instr. 3) Price of Derivative Security (Instr.														ned					
Code V (A) (D) Date Expiration Date Title Amount or Number of Shares Restricted \$23.45(1) 01/15/2014 M 1.333.7945(2) (3) (3) Common 1.333.7945 (4) 0.0000 D	1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative	Date	Execution Date, if any	Code (Instr.		Der Sec Acq Dis	vative urities uired (A) or oosed of (D)	Expiration Date		Securities Derivative	Underlying Security	Derivative Security	derivative Securities Beneficially Owned Following		Ownership Form: Direct (D) or Indirect	of Indirect Beneficial Ownership		
					Code	v	(A)	(D)				Title	Number of		Transaction(s)				
	Restricted Stock Unit	\$33.46 ⁽¹⁾	01/15/2014		M			1,232.7845 ⁽²⁾	(3)		(3)		1,232.7845	(4)	0.00	00	D		

- 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 \$64,240.40, before applicable taxes, in settlement of stock salary based on AIG's share price on January 15, 2014.
- 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 01/16/2014 for John Q. Doyle

** 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.