UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROV	/AL
FICIAL OWNERSHIP	OMB Number:	323
	Estimated average burden	

3235-0287

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).
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FORM 4

STATEMENT OF CHANGES IN BENEI

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			01 500		vestmen		party Act of 134	0					
1. Name and Address of Reporting Person* <u>WINTROB JAY S</u>				Jame and Ticker or ICAN INTE	0			[(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner V Officer (give title Other (specify				
(Last) 1 SUNAMERICA	(First) CENTER	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 04/29/2011						X below) below) Executive Vice President			
(Street) LOS ANGELES	CA	90067	4. If Amen	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								-	-		
		Table I - Nor	n-Derivative S	ecurities Acq	uired,	Disp	osed of, or	Benefic	cially Ow	ned			
Date		2. Transaction Date (Month/Day/Year)	Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 a			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr.	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	3 and 4)		(1150.4)	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													

(e.g., puts, calls, warrants, options, convertible securities)

(eigi, puis, variantis, ophonis, convertible securities)														
2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)		Code (Securities Acc	uired (A) or	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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Security			Code	v	(A)	(D)			Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	
\$31.15 ⁽¹⁾	04/29/2011		Α		6,921.2001 ⁽²⁾		(3)	(3)	Common Stock	6,921.2001	(4)	6,921.2001	D	
\$35.38 ⁽¹⁾	05/02/2011		М			393.559 ⁽⁵⁾	(3)	(3)	Common Stock	393.559	(4)	8,658.295	D	
\$30.12 ⁽¹⁾	05/02/2011		М			1,473.9 ⁽⁶⁾	(3)	(3)	Common Stock	1,473.9	(4)	64,009.34	D	
\$33.54 ⁽¹⁾	05/02/2011		М			2,624.919 ⁽⁵⁾	(3)	(3)	Common Stock	2,624.919	(4)	143,076.483	D	
	Conversion or Exercise Price of Derivative Security \$31.15 ⁽¹⁾ \$35.38 ⁽¹⁾ \$30.12 ⁽¹⁾	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) \$31.15 ⁽¹⁾ 04/29/2011 \$35.38 ⁽¹⁾ 05/02/2011 \$30.12 ⁽¹⁾ 05/02/2011	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) \$31.15 ⁽¹⁾ 04/29/2011 \$35.38 ⁽¹⁾ 05/02/2011 \$30.12 ⁽¹⁾ 05/02/2011	2. 3. Transaction Date 3.A. Deemed 4. Conversion or Exercise Price of Derivative Security 3. Transaction Date 5. 7. Sature Security 4. 4. 7. 7. Sature Security 4. 7. 7. 7. Sature Security 4. 7. 7. 7. Sature Security 6. 4. 7. 7. Sature Security 6. 4. 7. 7. Sature Security 6. 6. 7. 7. Sature Security 6. 6. 7. 7. Sature Security 6. 6. 7. 7. 7. Sature Security 6. 6. 7. </td <td>2. Conversion or Exercise Price of Derivative security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 4. 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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. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 7,109.4168 shares less the 188.2167 shares withheld for taxes.

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

5. Represents the payment in cash of an aggregate amount of \$93,120.05, net of 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).

6. Represents the payment in cash of \$45,469.80, net of applicable taxes, in settlement of stock salary based on AIG's share price on May 2, 2011. The settlement date for this award was accelerated by one year after certification to the Special Master for TARP Executive Compensation that AIG had completed a corporate transaction that resulted in a repayment to the Federal Reserve Bank of New York.

/s/ Kathleen E. Shannon, by POA

for Jay S. Wintrob

** Signature of Reporting Person

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.

Date

05/03/2011