FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

or Section 30(h) of the Investment Company Act of 1940

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OMB APPROVAL											
l	OMB Number:	3235-028									

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

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

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	OMB Number:	3235-0287
	Estimated average burden	
	hours per response:	0.5

1. Name and Address of Reporting Person*  SCHREIBER BRIAN T						2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [ AIG ]						(Check	tionship of R all applicabl Director Officer (gi	e)	Person(	s) to Issuer 10% Own Other (sp		
(Last) (First) (Middle)													X	below) (	cutive V	ice Pr	below)	Cony
AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE						3. Date of Earliest Transaction (Month/Day/Year) 01/30/2014							Executive vice resident					
(Street) NEW YORK NY 10038					4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person							
(City)	(5	State)	(Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
Date					th/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year	Code (Instr.				and 5) Securities Beneficia Following		Owned eported	6. Own Form: I (D) or I (I) (Inst	Direct In ndirect B r. 4) O	Nature of direct eneficial wnership	
								Code	v	Amount	(A) or (D)		rice	Transaction (Instr. 3 and			(11	nstr. 4)
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)	e Conversion Date Execution Date, Tra		Transa Code (	ransaction Derivative ode (Instr. Securities			6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and A Securities Un Derivative Se (Instr. 3 and 4			s Under e Secur	lying	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amou Numb Share	er of			saction(s)		
Restricted Stock Unit	\$33.46 <sup>(1)</sup>	01/30/2014		M			1,641.4567 <sup>(2)</sup>	(3)		(3)	Common Stock	1,64	1.4567	(4)	0.000	00	D	
Restricted Stock Unit	\$32.48 <sup>(1)</sup>	01/30/2014		M			1,691.1287 <sup>(5)</sup>	(3)		(3)	Common Stock	1,69	1.1287	(4)	0.000	00	D	

## **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. Represents the payment in cash of \$80,234.40, before applicable taxes, in settlement of stock salary based on AIG's share price on January 30, 2014.
- 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 \$82,662.37, before applicable taxes, in settlement of stock salary based on AIG's share price on January 30, 2014.

/s/ Patricia M. Carroll, by POA 02/03/2014 for Brian T. Schreiber

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.