

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>DOOLEY WILLIAM N</u> (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>180 MAIDEN LANE</u> (Street) <u>NEW YORK NY 10038</u> (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/16/2013</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	12/17/2013		S		2,220	D	\$49.465	23,882	D	
Common Stock	12/17/2013		S		336	D	\$49.465	0.0000 ⁽¹⁾	I	Held by minor children
Common Stock	12/17/2013		S		424	D	\$49.465	0.0000	I	Held by wife

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	Amount or Number of Shares				
Dividend Equivalent	(2)	12/16/2013		M			3,2796 ⁽³⁾	(4)	(4)	Common Stock	3,2796	(2)	3,1897	D	
Long-Term Performance Units	\$51.19 ⁽⁵⁾	12/16/2013		M			213,9997 ⁽⁶⁾	(4)	(4)	Common Stock	213,9997	(2)	0.0000	D	
Restricted Stock Unit	\$33.54 ⁽⁵⁾	12/16/2013		M			1,407,741 ⁽⁶⁾	(4)	(4)	Common Stock	1,407,741	(2)	0.0000	D	
Restricted Stock Unit	\$33.94 ⁽⁵⁾	12/16/2013		M			2,211,6996 ⁽⁷⁾	(4)	(4)	Common Stock	2,211,6996	(2)	0.0000	D	
Restricted Stock Unit	\$23.22 ⁽⁵⁾	12/16/2013		M			3,232,5409 ⁽⁸⁾	(4)	(4)	Common Stock	3,232,5409	(2)	0.0000	D	

Explanation of Responses:

- Mr. Dooley no longer has a reportable interest in 339 shares of AIG common stock that were included in his prior ownership reports as those shares are owned by his children who are now independent.
- These securities do not carry a conversion or exercise price.
- Represents the payment in cash of \$164.90, before applicable taxes, in settlement of the dividend equivalent in shares of common stock with respect to LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).
- These securities do not have an exercisable date or expiration date.
- Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- Represents the payment in cash of an aggregate amount of \$81,541.12, before 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).
- Represents the payment in cash of \$111,204.25, before applicable taxes, in settlement of stock salary based on AIG's share price on December 16, 2013.
- Represents the payment in cash of \$162,532.16, before applicable taxes, in settlement of stock salary based on AIG's share price on December 16, 2013.

/s/ James J. Killerlone III, by
POA for William N. Dooley 12/18/2013
 ** 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.