

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

OMB APPROVAL

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SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

ALEXANDER & ALEXANDER SERVICES INC.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$1.00 PER SHARE
(Title of Class of Securities)

14476105
(CUSIP Number)

WAYLAND M. MEAD, ACTING GENERAL COUNSEL
AMERICAN INTERNATIONAL GROUP, INC.
70 PINE STREET, NEW YORK, NEW YORK 10270 (212) 770-5121
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

FEBRUARY 15, 1995
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box / /.

Check the following box if a fee is being paid with the statement / /. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 014476105

Page 2 of 7 Pages

 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AMERICAN INTERNATIONAL GROUP, INC.
 IRS NO. 13-2592361

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
 (b) / /

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*

WC

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e) / /

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

INCORPORATED IN THE STATE OF DELAWARE

 NUMBER OF 7 SOLE VOTING POWER
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 4,823,385

 EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 4,823,385

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,823,385

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.47% (REPRESENTS
 9.9% OF THE OUTSTANDING VOTING STOCK OF ALEXANDER & ALEXANDER SERVICES
 INC.)

 14 TYPE OF REPORTING PERSON*

HC, CO

 *SEE INSTRUCTIONS BEFORE FILLING OUT!
 INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 014476105

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AMERICAN HOME ASSURANCE COMPANY
IRS NO. 13-5124990

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

INCORPORATED IN THE STATE OF NEW YORK

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	3,376,370	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		
PERSON	10	SHARED DISPOSITIVE POWER
WITH	3,376,370	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,376,370

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.33%

14 TYPE OF REPORTING PERSON*

IC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 014476105

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

COMMERCE & INDUSTRY INSURANCE COMPANY
IRS NO. 31-1938623

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

INCORPORATED IN THE STATE OF NEW YORK

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 723,507

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 723,507

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

723,507

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.57%

14 TYPE OF REPORTING PERSON*

IC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 014476105

Page 5 of 7 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

THE INSURANCE COMPANY OF THE STATE OF PENNSYLVANIA
IRS NO. 31-5540698

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

INCORPORATED IN THE STATE OF PENNSYLVANIA

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 723,057

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 SHARED DISPOSITIVE POWER

WITH 723,057

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

723,057

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.57%

14 TYPE OF REPORTING PERSON*

IC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Item 1. Security and Issuer

This Amendment No. 1 to Schedule 13D relates to the common stock, \$1.00 par value per share (the "Common Stock"), of Alexander & Alexander Services Inc., a Delaware corporation (the "Company"). Capitalized terms used herein without definition shall have the meanings given to such terms in the Schedule 13D relating to the Common Stock filed by the Reporting Persons with the Securities and Exchange Commission on July 15, 1994 (the "Schedule 13D").

Item 5. Interests in Securities of the Issuer

Item 5 is amended by adding the following:

"The information required by this Item is set forth in Items 7 through 11 and 13 of the cover pages of this Amendment No. 1 to Schedule 13D and is based on the number of shares of Common Stock outstanding as of November 1, 1994 as contained in the Company's quarterly report on Form 10-Q relating to the quarterly period ended September 30, 1994.

The number of shares beneficially owned by AIG and the Purchasers, as described in Items 7 through 11 and 13 of the cover pages of this Amendment No. 1 to Schedule 13D, reflects (i) the Purchasers' purchase of the Preferred Shares pursuant to the Stock Purchase and Sale Agreement, (ii) the beneficial ownership of the Portfolio Shares by AHAC and (iii) the receipt by the Purchasers of dividends on the Preferred Shares owned by them which were paid in the form of additional Preferred Shares, in the amounts and on the dates set forth below:

Purchaser -----	Preferred Shares Received -----	Date ----
AHAC	38,578.7756	09/30/94
AHAC	56,770.5555	12/30/94
CIIC	8,267.6662	09/30/94
CIIC	12,164.3333	12/30/94
ICP	8,267.6662	09/30/94
ICP	12,164.3333	12/30/94

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 15, 1995

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon
Title: Vice President,
Secretary & Senior Counsel

AMERICAN HOME ASSURANCE COMPANY

By: /s/ Elizabeth M. Tuck

Name: Elizabeth M. Tuck
Title: Secretary - Corporate

COMMERCE AND INDUSTRY INSURANCE
COMPANY

By: /s/ Elizabeth M. Tuck

Name: Elizabeth M. Tuck
Title: Secretary - Corporate

THE INSURANCE COMPANY OF THE STATE
OF PENNSYLVANIA

By: /s/ Elizabeth M. Tuck

Name: Elizabeth M. Tuck
Title: Secretary - Corporate