

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): July 15, 2005

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

1-8787  
(Commission File Number)

13-2592361  
(IRS Employer  
Identification No.)

70 Pine Street  
New York, New York 10270  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (212) 770-7000

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(Former name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 - Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On July 15, 2005, American International Group, Inc. (AIG) notified certain senior executives that it would pay interim bonuses. AIG routinely pays quarterly bonuses and is in the process of providing new or enhanced compensation opportunities to AIG employees in order to reflect the compensation and benefits previously provided by C.V. Starr & Co., Inc. and Starr International Company, Inc. The total interim bonuses paid to date, and the total interim bonuses expected to be paid in 2005, to each executive officer named in the Summary Compensation Table included in AIG's Proxy Statement for the 2005 Annual Meeting of Shareholders are:

| 2005 Interim Bonuses | -----       | -----           | -----   |
|----------------------|-------------|-----------------|---|
| ----                 | Amount Paid | Amount Expected | Name and Principal Position to Date(1) to be Paid                       |
| -----                | -----       | -----           | -----   |
|                      |             |                 | Martin J. Sullivan.....   |
|                      | \$596,250   | \$277,500       | President and Chief Executive Officer Donald P. Kanak.....              |
|                      | 535,000     | 247,500         | Executive Vice Chairman and Chief Operating Officer Jay S. Wintrob..... |
|                      | 442,500     | 217,500         | Executive Vice President-Retirement Services Richard W. Scott.....      |
|                      | 78,750      | 47,500          | Senior Vice President-Investments Thomas R. Tizzio.....                 |
|                      | 630,000     | 217,500         | Senior Vice Chairman-General Insurance Edmund S.W. Tse.....             |
|                      | 727,500     | 265,000         | Senior Vice Chairman- Life Insurance Rodney O. Martin, Jr.....          |
|                      | 72,000      | 134,500         | Executive Vice President- Life Insurance Kristian P. Moor.....          |
|                      | 503,750     | 247,500         | Executive Vice President-Domestic General Insurance Win J. Neuger.....  |
|                      | 466,500     | 241,500         | Executive Vice President and Chief Investment Officer                   |

(1) The amounts shown include the July 15, 2005, interim bonuses as follows: Sullivan \$281,250; Kanak \$250,000; Wintrob \$187,500; Scott \$31,250; Tizzio \$375,000; Tse \$437,500; Martin \$62,500; Moor \$218,750 and Neuger \$187,500.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.  
(Registrant)

Date: July 21, 2005

By /s/ KATHLEEN E. SHANNON  
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Name: Kathleen E. Shannon  
Title: Senior Vice President  
and Secretary