SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SHAMIEH CHARLES S	AMERICAN INTERNATIONAL GROUP INC [AIG]	Director 10% Owner X Officer (give title below) Other (specify below) **Senior Vice President**

(Last)   (First)   (Middle)

180 MAIDEN LANE

(Street)

NEW YORK   NY   10038

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

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

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			

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				
Restricted Stock Unit	$33.13[1]	11/30/2012		A		488.8019[2]		[3]	[3]	Common Stock	488.8019	[4]	488.8019	D	
Restricted Stock Unit	$23.31[1]	11/30/2012		M			671.0173[5]	[3]	[3]	Common Stock	671.0173	[4]	0.0000	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. This award represents fully vested RSUs that will be payable in cash based on AIG's share price on the first anniversary of the grant date. This award reflects 503.0687 shares less 14.2668 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 $22,230.80, before applicable taxes, in settlement of stock salary based on AIG's share price on November 30, 2012.

/s/ Patricia M. Carroll, by POA for Charles S. Shamieh   12/04/2012

** 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.