SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

	ss of Reporting Perso		2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP,	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)	.ast) (First) (Middle)		<u>INC.</u> [AIG]		Officer (give title below)	Other (specify below)			
C/O AMERICA INC.	N INTERNATION	NAL GROUP,	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2023						
1271 AVE OF THE AMERICAS			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing	(Check Applicable			
(Street)				X	Form filed by One Repor	rting Person			
NEW YORK	NY	10020-1304			Form filed by More than Person	One Reporting			
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

	1. Title of Security (Instr. 3)	Date (Month/Day/Year)	land from the state	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
				Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		n of		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)	derivative Securities Beneficially Owned	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				
Deferred Stock Unit	(1)	04/03/2023		Α		3 ⁽¹⁾		(1)	(1)	Common Stock	3	(1)	568 ⁽²⁾	D	

Explanation of Responses:

1. This award represents dividend equivalent rights in the form of deferred stock units ("DSUs") with respect to DSUs previously awarded under the American International Group, Inc. ("AIG") 2021 Omnibus Incentive Plan (the "2021 Plan"). Subject to the terms of such plan and the related award agreements, these DSUs will vest -- along with the underlying previously awarded DSUs, without any cash consideration or conditions -- and will be settled in shares of AIG common stock on a 1-to-1 basis on the last trading day of the month in which the director's service on the AIG Board of Directors ends, unless the director has elected to defer the vesting date.

2. Reflects DSUs previously granted pursuant to the 2021 Plan.

/s/ Linda B. Kalayjia	n
attorney-in-fact	_

04/05/2023

** Signature of Reporting Person

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.

ing Person Date