

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

American International Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

13-2592361

(I.R.S. Employer
Identification no.)

70 Pine Street
New York, New York

(Address of Principal Executive Offices)

10270

(Zip Code)

If this form relates to the registration of a class
of securities pursuant to Section 12(b) of the
Exchange Act and is effective pursuant to
General Instruction A.(c), please check the
following box:

If this form relates to the registration of a class
of securities pursuant to Section 12(g) of the
Exchange Act and is effective pursuant to
General Instruction A.(d), please check the
following box:

Securities Act registration statement file number to which this form relates:

333-106040

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

5.75% Series A-2
Junior Subordinated Debentures

Name of Each Exchange on Which
Each Class is to be Registered

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

TABLE OF CONTENTS

[Item 1. Description of Registrant's Securities to be Registered](#)

[Item 2. Exhibits.](#)

[SIGNATURE](#)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

American International Group, Inc. (the "Company") hereby incorporates by reference the description of its 5.75% Series A-2 Junior Subordinated Debentures contained in the Prospectus, dated July 24, 2006, under "Description of Junior Subordinated Debentures" and in the Prospectus Supplement, dated March 8, 2007, under "Description of Terms of the Series A-2 Junior Subordinated Debentures" and "Replacement Capital Covenant", filed with the Securities and Exchange Commission (the "SEC") on March 9, 2007 under Rule 424(b)(2), pursuant to an effective Registration Statement on Form S-3 (File Nos. 333-106040 and 333-31024).

Item 2. Exhibits.

- 4.1 Junior Subordinated Debt Indenture, dated as of March 13, 2007, between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 13, 2007).
 - 4.2 Second Supplemental Indenture, dated as of March 15, 2007, between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
 - 4.3 Form of Series A-2 Junior Subordinated Debenture (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
 - 99.1 Replacement Capital Covenant, dated March 15, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
-

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

Date: April 12, 2007

By: /s/ Robert A. Gender
Name: Robert A. Gender
Title: Vice President and Treasurer