SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

				or Sec	tion 30(n) of the Inv	/estmer	t Com	ipany Act of 19	940						
1. Name and Address of Reporting Person* DOOLEY WILLIAM N (Last) (First) (Middle)					Name and Ticker of RICAN INTE					ationship of Reporting k all applicable) Director Officer (give title below) Executive 3	10% 0	Owner (specify			
AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET					f Earliest Transactio 014	on (Mon	th/Day	y/Year)		LACCULIC					
(Street) NEW YORK	NY	10038		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				
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned															
Date				asaction 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Disposed Of	(D) (Instr. 3		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
		Dorivat	tive Sec	curities Acqui	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)					
1		Table II - I	Derival	ive Sec	unities Acqui	ieu, D	ispu	seu oi, or	Denenic	Jany UW	meu				

(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)		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	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		Transaction(s) (Instr. 4)					
Restricted Stock Unit	\$33.46 ⁽¹⁾	03/17/2014		М			2,243.2636 ⁽²⁾	(3)	(3)	Common Stock	2,243.2636	(4)	0.0000	D				
Restricted Stock Unit	\$32.48 ⁽¹⁾	03/17/2014		М			2,311.0758 ⁽⁵⁾	(3)	(3)	Common Stock	2,311.0758	(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. Represents the payment in cash of \$109,740.45, before applicable taxes, in settlement of stock salary based on AIG's share price on March 17, 2014.

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 \$113,057.83, before applicable taxes, in settlement of stock salary based on AIG's share price on March 17, 2014.

<u>/s/ Patricia M. Carroll, by POA</u> for William N. Dooley

03/19/2014

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.