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

1. Name and Address of Reporting Person* DOOLEY WILLIAM N	2. Issuer Name **and** Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP INC [AIG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)　　　(First)　　　(Middle)

AMERICAN INTERNATIONAL GROUP, INC.

175 WATER STREET

(Street)

NEW YORK　　NY　　10038

(City)　　　(State)　　　(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/17/2014

4. If Amendment, Date of Original Filed (Month/Day/Year)

Director	10% Owner
X Officer (give title below)	Other (specify below)

Executive Vice President

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	$33.46[1]	03/17/2014		M			2,243.2636[2]	[3]	[3]	Common Stock	2,243.2636	[4]	0.0000	D	
Restricted Stock Unit	$32.48[1]	03/17/2014		M			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.

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

03/19/2014

** Signature of Reporting Person　　Date