

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

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|---|--|--|
| 1. Name and Address of Reporting Person* <u>Herzog David L</u> (Last) (First) (Middle) <u>AMERICAN INTERNATIONAL GROUP, INC.</u> <u>180 MAIDEN LANE</u> (Street) <u>NEW YORK NY 10038</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP INC [AIG]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP & CFO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/19/2013</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | | | | |
| Dividend Equivalent | (1) | 12/19/2013 | | A | | 3,475 ⁽²⁾ | | (3) | (3) | Common Stock | 3,4757 | (1) | 7.0082 | D | |
| Restricted Stock Unit | \$22.36 ⁽⁴⁾ | 12/19/2013 | | M | | 23,949 ⁽⁵⁾ | | (3) | (3) | Common Stock | 23,949 | (1) | 0.0000 | D | |
| Restricted Stock Unit | \$53.42 ⁽⁴⁾ | 12/20/2013 | | M | | 19,093 ⁽⁶⁾ | | (3) | (3) | Common Stock | 19,093 | (1) | 0.0000 | D | |

Explanation of Responses:

- These securities do not carry a conversion or exercise price.
- Dividend equivalent in shares of common stock with respect to LTIPs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011) previously awarded under the American International Group, Inc. Long-Term Performance Units Plan (the "Plan"). Subject to the terms and conditions of the Plan and the applicable award agreement, the shares of common stock will be paid in cash.
- These securities do not have an exercisable date or expiration date.
- Represents AIG's share price on the date of grant. These securities do not carry a conversion or exercise price.
- Represents the payout of 50% of the Troubled Asset Relief Program ("TARP") RSUs granted on December 19, 2011 that vested on December 19, 2013. In accordance with the provisions of the award agreement and AIG's repayment of 100 percent of the aggregate financial assistance received under TARP as of December 14, 2012, the fair market value of these TARP RSUs is being paid in cash, subject to applicable taxes. The remaining 50% of the TARP RSUs granted on December 19, 2011 will vest and be paid on December 19, 2014.
- Represents the payout of certain Troubled Asset Relief Program ("TARP") RSUs granted on December 20, 2010 and vested on December 20, 2013. In accordance with the provisions of the award agreement and AIG's repayment of 100 percent of the aggregate financial assistance received under TARP as of December 14, 2012, the fair market value of these TARP RSUs is being paid in cash, subject to applicable taxes.

/s/ James J. Killerlani III, by 12/23/2013
POA for David L. Herzog

** 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.