FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## OMB APPROVAL

OMB Number:	3235-0287			
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hours per response:	0.5			

## 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

Conversion or Exercise Price of Perivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution D if any (Month/Day)	I 4. Date, Tra	ansacti	5. Number	er of //e es di (A) ssed sstr. 5)	options	convertil rcisable and Date		rities)  d  f  g  Security	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)	Beneficial Ownership (Instr. 4)		
Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution D if any	I 4. Date, Tra	ansacti	5. Numbo Derivativ Securitie Acquired or Dispo of (D) (In	er of /e es d (A) sed estr.	options 6. Date Exe Expiration	convertil rcisable and Date	7. Title an Amount of Securities Underlyin Derivative	rities)  d  f  g  Security	8. Price of Derivative Security	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
		(	(e.g., pı	uts, c							Owned					
					ecurities A	V CUIT					Ourned					
							Code	Amount	(A) or (D)	Price	Transact	ion(s)		(Instr. 4)		
1. Title of Security (Instr. 3)  2. Transa Date					action 2A. Deemed Execution Date, if any			3. 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4) Code (Instr. 5)			5. Amour Securitie Beneficia Owned F	nt of 6. 0 es For (D) Following (I) (	m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership		
(St		,		<u> </u>												
(Street) NEW YORK NY 10038											Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting  Person					
175 WATER STREET					4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable					
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC.						3. Date of Earliest Transaction (Month/Day/Year)							below)			
						INC [ AIG ]										
1. Name and Address of Reporting Person*  Rittenmeyer Ronald A						2. Issuer Name <b>and</b> Ticker or Trading Symbol  AMERICAN INTERNATIONAL GROUP						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
A.	yer Ror (Fi N INTER R STREE K N'	yer Ronald A  (First) N INTERNATIONAL G R STREET  K NY  (State)  Tak	(First) (Middle) N INTERNATIONAL GROUP, INCR STREET  K NY 10038  (State) (Zip)  Table I - Nor	(First) (Middle) N INTERNATIONAL GROUP, INC. R STREET  K NY 10038  (State) (Zip)  Table I - Non-Derivate (Month/D	(First) (Middle)  N INTERNATIONAL GROUP, INC. R STREET  K NY 10038  (State) (Zip)  Table I - Non-Derivative urity (Instr. 3)  2. Transaction Date (Month/Day/Year	AMERICAN INC [ AIG ]  (First) (Middle)  N INTERNATIONAL GROUP, INC.  R STREET  K NY 10038  (State) (Zip)  Table I - Non-Derivative Securities  urity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day (Month/Day (Month/Day (Month/Day	Wer Ronald A  (First) (Middle)  N INTERNATIONAL GROUP, INC.  R STREET  AMERICAN INTINC [ AIG ]  3. Date of Earliest Transa 05/13/2015  4. If Amendment, Date of Control of Contr	AMERICAN INTERNATIONAL GROUP, INC. R STREET  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Transaction Date (Month/Day/Year)  Transaction (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year)  Todde (Institute of Code	AMERICAN INTERNATIONAL INC [ AIG ]  (First) (Middle)  N INTERNATIONAL GROUP, INC.  R STREET  3. Date of Earliest Transaction (Month/Day/Year) 05/13/2015  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Society of Code (Instr. 8) (Month/Day/Year) (Month/Day/Year) (Society of Code (Instr. 8) (Month/Day/Year) (Month/D	AMERICAN INTERNATIONAL GROUD INC [ AIG ]  (First) (Middle) N INTERNATIONAL GROUP, INC. R STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Berurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  4. Securities Acquired Disposed Of (D) (Instring Street Code (Instr. 8))  (A) Or Code (Instr. 8)	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  (First) (Middle) N INTERNATIONAL GROUP, INC. R STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiall execution Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Chydra January (Month/Day/Year)  (Chydra January (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year)  6. Ir Line  4. Securities Acquired (Month/Day/Year)  Transaction Date (Month/Day/Year)  (Month/Day/Year)  Code V Amount (A) or Price	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  S. Director Officer below)  NINTERNATIONAL GROUP, INC.  R STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned urity (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (B) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  S. Amour Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  3. Date of Earliest Transaction (Month/Day/Year) 05/13/2015  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Check all applicable) X Director Officer (give title below)  4. If Amendment, Date of Original Filed (Month/Day/Year)  X Form filed by One Reperson  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or (D) Price (Instr. 3 and 4)	AMERICAN INTERNATIONAL GROUP INC [ AIG ]  (First) (Middle) N INTERNATIONAL GROUP, INC. R STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Check all applicable) X Director  10% Ov Officer (give title below)  5. Individual or Joint/Group Filing (Check Application)  Form filed by One Reporting Person  Form filed by More than One Reported Person  Code (Instr. 3)  3. 4. Securities Acquired (A) or Securities Beneficially Owned  5. Amount of Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3) and 4)  Code V Amount (A) or Price (D) or Indirect (I) (Instr. 4)		

## Explanation of Responses:

- 1. Grant of deferred stock units pursuant to the American International Group, Inc. ("AIG") 2013 Omnibus Incentive Plan (the "2013 Plan"). Subject to the terms of the 2013 Plan and the related award agreement, shares of AIG Common Stock underlying the deferred stock units will be deliverable, without any cash consideration or conditions, on the last trading day of the month in which the director ceases to be a director of AIG. The award includes dividend equivalent rights payable in the form of deferred stock units.
- 2. Reflects deferred stock units previously granted pursuant to the AIG 2010 Stock Incentive Plan and the 2013 Plan.

Ronald A. Rittenmeyer by Eric N. Litzky, Attorney-in-Fact 05/14/2015

\*\* 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.

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