
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 16, 2012

AMERICAN INTERNATIONAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-8787
(Commission
File Number)

13-2592361
(IRS Employer
Identification No.)

180 Maiden Lane
New York, New York 10038
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 770-7000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 — Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 16, 2012, AIG held its Annual Meeting of Shareholders at which the shareholders voted upon (i) the election of twelve nominees as directors by the holders of AIG's common stock, par value \$2.50 per share (AIG Common Stock), for a one-year term; (ii) a non-binding shareholder resolution to approve executive compensation; and (iii) the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2012.

The shareholders elected all twelve director nominees presented, approved the non-binding shareholder resolution to approve executive compensation and approved the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2012. The number of votes cast for or against, the percentage for and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

	<u>For</u>	<u>Percentage For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Robert H. Benmosche	1,594,451,293	99.92%	1,281,993	111,315	75,314,789
W. Don Cornwell	1,593,878,813	99.88%	1,840,558	125,230	75,314,789
John H. Fitzpatrick	1,594,444,543	99.92%	1,290,321	109,737	75,314,789
Laurette T. Koellner	1,594,448,757	99.92%	1,279,901	115,943	75,314,789
Christopher S. Lynch	1,594,437,411	99.92%	1,287,522	119,668	75,314,789
Arthur C. Martinez	1,566,567,572	98.17%	29,155,904	121,125	75,314,789
George L. Miles, Jr.	1,533,751,001	96.12%	61,922,070	171,530	75,314,789
Henry S. Miller	1,594,389,787	99.92%	1,331,227	123,587	75,314,789
Robert S. Miller	1,594,398,896	99.92%	1,321,931	123,774	75,314,789
Suzanne Nora Johnson	1,593,987,508	99.89%	1,742,118	114,975	75,314,789
Ronald A. Rittenmeyer	1,593,929,661	99.89%	1,793,298	121,642	75,314,789
Douglas M. Steenland	1,593,894,635	99.89%	1,826,577	123,389	75,314,789
	<u>For</u>	<u>Percentage For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Non-binding shareholder resolution to approve executive compensation	1,572,407,332	99.19%	12,768,844	10,668,424	75,314,789
Ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2012	1,657,820,201	99.27%	12,205,135	1,134,054	—

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

Date: May 16, 2012

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Deputy General Counsel