

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(Amendment No. \_\_\_\_\_) \*

THE KROLL-O'GARA COMPANY  
(Name of Issuer)

COMMON STOCK, \$.01 PAR VALUE  
(Title of Class of Securities)

67083U 1 02  
(CUSIP Number)

Kathleen E. Shannon  
Vice President and Secretary  
American International Group, Inc.  
70 Pine Street  
New York, New York 10270  
(212) 770-5123

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

December 1, 1997  
(Date of Event which Requires Filing of this Statement)

If a filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [ ].

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

American International Group, Inc.  
I.R.S. Identification No. 13-2592361

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

[ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Incorporated under the laws of the State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER 1,444,197
	8.	SHARED VOTING POWER 0
	9.	SOLE DISPOSITIVE POWER 1,444,197
	10.	SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON

1,444,197

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

[ ]

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.4%

14. TYPE OF REPORTING PERSON

HC, CO

## Item 1. Security and Issuer.

This statement relates to the Common Stock, \$.01 par value (the "Common Stock"), of THE KROLL-O'GARA COMPANY (the "Company"). The principal executive offices of the Company are located at 9113 LeSaint Drive, Fairfield, Ohio 45014.

## Item 2. Identity and Background.

(a) through (c). This statement is being filed by American International Group, Inc., a Delaware corporation ("AIG"). AIG is a holding company which, through its subsidiaries, is primarily engaged in a broad range of insurance and insurance-related activities and financial services in the United States and abroad.

Starr International Company, Inc., a private holding company incorporated in Panama ("SICO"), The Starr Foundation, a New York not-for-profit corporation ("The Starr Foundation"), and C.V. Starr & Co., Inc., a Delaware corporation ("Starr"), have the right to vote approximately 16.1%, 3.6% and 2.4%, respectively, of the outstanding common stock of AIG. The principal executive offices of SICO are located at 29 Richmond Road, Pembroke, Bermuda. The principal executive offices of The Starr Foundation and Starr are located at 70 Pine Street, New York, New York 10270. The names of the directors and executive officers ("Covered Persons") of AIG, SICO, The Starr Foundation and Starr, their business addresses and principal occupations are set forth in Exhibit 1 attached hereto, which is incorporated herein by reference in its entirety. The business address indicated for each Covered Person is also the address of the principal employer for such Covered Person. Each of the Covered Persons is a citizen of the United States, except for Messrs. Johnson, Manton, Sullivan, and Tse who are British subjects, and Mr. Cohen, who is a Canadian subject.

(d) and (e). During the last five years, none of AIG, SICO, The Starr Foundation or Starr, or any of the Covered Persons, has (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violations with respect to such laws.

## Item 3. Source and Amount of Funds or Other Consideration.

The Common Stock was acquired in connection with the transactions contemplated by and pursuant to the Plan and Agreement to Merge, dated as of August 8, 1997 (the "Merger Agreement"), among The O'Gara Company, an Ohio corporation ("O'Gara"), VDE, Inc., a Delaware corporation and a wholly owned subsidiary of O'Gara ("Newco"), Kroll Holdings, Inc., a Delaware corporation ("Kroll"), and Jules B. Kroll, which provided for, among other things, (i) the merger of Newco into Kroll (the "Merger") and (ii) the amendment and restatement of the Amended and Restated Articles of Incorporation of O'Gara to change the name of O'Gara to "The Kroll-O'Gara Company". Prior to the Merger, AIG owned 23,100 shares of Kroll Class A Common Stock, par value \$0.01 per share. Upon the consummation of the Merger on December 1, 1997, the shareholders of Kroll exchanged their shares of Kroll stock for shares of the Common Stock of the Company and Kroll became a wholly owned subsidiary of O'Gara. AIG received 1,444,197 shares of the Common Stock of the Company in exchange for its shares of Kroll stock as a result of the Merger.

## Item 4. Purpose of Transaction.

The purpose of the acquisition of the Common Stock as described in Item 3 and Item 5 below, was investment. AIG will continue to review its investment in the Company and, dependent upon its evaluation of market conditions, applicable regulatory requirements, and the Company's business prospects and future developments, may from time to time, determine to increase, decrease or dispose of its equity position in the Company. Such transactions, if any, may be made through purchases or sales in the open market or otherwise.

## Item 5. Interest in Securities of Issuer.

(a) and (b). The information required by these paragraphs is set forth in Items 7 through 11 and Item 13 of the cover page to this Schedule 13D and is based upon the number of shares of Common Stock outstanding on December 1, 1997 as provided to AIG by the Company.

(c) AIG and, to the best of its knowledge, each of the Covered Persons have not engaged in any transactions in the Common Stock during the past 60 days other than in connection with the Merger and pursuant to the Merger Agreement.

(d) and (e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Items 3 and 4. The information required by this Item 6 is set forth in

Item 7. Materials to be Filed as Exhibits.

(a) List of Directors and Executive Officers of AIG, SICO, The Starr Foundation and Starr.

(b) Merger Agreement.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 10, 1997

AMERICAN INTERNATIONAL GROUP, INC.

By /s/ Kathleen E. Shannon

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Name: Kathleen E. Shannon

Title: Vice President and Secretary

## EXHIBIT INDEX

- Exhibit 1 List of Directors and Executive Officers of AIG, SICO, The Starr Foundation and Starr.
- Exhibit 2 Merger Agreement (Incorporated by reference to the Exhibits to the Company's Registration Statement on Form S-4, as amended (Registration No. 333-35845)).

## AMERICAN INTERNATIONAL GROUP, INC.

## DIRECTORS

M. Bernard Aidinoff	Sullivan & Cromwell 125 Broad Street New York, New York 10004
Lloyd M. Bentsen	2600 Texas Commerce Tower 600 Travis Street Suite 2600 Houston, Texas 77002
Pei-yuan Chia	298 Bedford - Banksville Road Bedford, New York 10506
Marshall A. Cohen	Cassels, Brock & Blackwell 40 King Street West 20th Fl. Toronto, Ontario M5H 3C2
Barber B. Conable, Jr.	P.O. Box 218 Alexander, New York 14005
Martin S. Feldstein	National Bureau of Economic Research, Inc. 1050 Massachusetts Avenue Cambridge, Massachusetts 02138
Leslie L. Gonda	International Lease Finance Corporation 1999 Avenue of the Stars Los Angeles, California 90067
Evan G. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
M. R. Greenberg	American International Group, Inc. 70 Pine Street New York, New York 10270
Carla A. Hills	Hills & Company 1200 19th Street, N.W. - 5th Fl. Washington, DC 20036
Frank J. Hoenemeyer	7 Harwood Drive Madison, New Jersey 07940



Edward E. Matthews

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Dean P. Phypers

220 Rosebrook Road  
New Canaan, Connecticut 06840

Howard I. Smith

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Thomas R. Tizzio

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

Edmund S.W. Tse

American International Assurance Co., Ltd.  
1 Stubbs Road  
Hong Kong

Frank G. Wisner

American International Group, Inc.  
70 Pine Street  
New York, New York 10270

## AMERICAN INTERNATIONAL GROUP, INC.

## OFFICERS' NAME, TITLE AND BUSINESS ADDRESS

M.R. Greenberg 70 Pine Street New York, New York 10270	Chairman & Chief Executive Officer
Thomas R. Tizzio 70 Pine Street New York, New York 10270	Senior Vice Chairman - General Insurance
Edward E. Matthews 70 Pine Street New York, New York 10270	Vice Chairman - Investments & Financial Services
Edmund S.W. Tse American International Assurance Co., Ltd. 1 Stubbs Road Hong Kong	Vice Chairman - Life Insurance
Frank G. Wisner 70 Pine Street New York, New York 10270	Vice Chairman - External Affairs
Evan G. Greenberg 70 Pine Street New York, New York 10270	President & Chief Operating Officer
Edwin A.G. Manton 70 Pine Street New York, New York 12070	Senior Advisor
John J. Roberts 70 Pine Street New York, New York 10270	Senior Advisor
Ernest E. Stempel 70 Pine Street New York, New York 10270	Senior Advisor
Robert B. Sandler 70 Pine Street New York, New York 10270	Executive Vice President - Senior Casualty Actuary & Senior Claims Officer
Howard I. Smith 70 Pine Street New York, New York 10270	Executive Vice President, Chief Financial Officer & Comptroller

Lawrence W. English 70 Pine Street New York, New York 10270	Senior Vice President - Administration
Axel I. Freudmann 72 Wall Street New York, New York 10270	Senior Vice President - Human Resources
Win J. Neuger 70 Pine Street New York, New York 10270	Senior Vice President & Chief Investment Officer
Martin J. Sullivan 70 Pine Street New York, New York 10270	Senior Vice President - Foreign General Insurance
Florence A. Davis 70 Pine Street New York, New York 10270	Vice President & General Counsel
William N. Dooley 70 Pine Street New York, New York 10270	Vice President & Treasurer
Robert E. Lewis 70 Pine Street New York, New York 10270	Vice President & Chief Credit Officer
Frank Petralito II 70 Pine Street New York, New York 10270	Vice President & Director of Taxes
Kathleen E. Shannon 70 Pine Street New York, New York 10270	Vice President, Secretary & Associate General Counsel
John T. Wooster, Jr. 72 Wall Street New York, New York 10270	Vice President - Communications

## STARR INTERNATIONAL COMPANY, INC.

## OFFICERS &amp; DIRECTORS

Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
Evan G. Greenberg Director	70 Pine Street New York, New York 10270
Maurice R. Greenberg Director & Chairman of the Board	70 Pine Street New York, New York 10270
Joseph C.H. Johnson Director, President & Treasurer	American International Building Richmond Road Pembroke 543 Bermuda
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director	70 Pine Street New York, New York 10270
L. Michael Murphy Director, Vice President & Secretary	American International Building Richmond Road Pembroke 543 Bermuda
John J. Roberts Director	70 Pine Street New York, New York 10270
Robert M. Sandler Director	70 Pine Street New York, New York 10270
Howard I. Smith Director	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director	1, Stubbs Road Hong Kong

## THE STARR FOUNDATION

## OFFICERS &amp; DIRECTORS

M.R. Greenberg Director and Chairman	70 Pine Street New York, New York 10270
T.C. Hsu Director and President	70 Pine Street New York, New York 10270
Marion Breen Director and Vice President	70 Pine Street New York, New York 10270
John J. Roberts Director	70 Pine Street New York, New York 10270
Ernest E. Stempel Director	70 Pine Street New York, New York 10270
Houghton Freeman Director	1880 Mountain Road, #14 Stowe, Vermont 05672
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Gladys Thomas Vice President	70 Pine Street New York, New York 10270
Frank Teng Treasurer	70 Pine Street New York, New York 10270
Ida Galler Secretary	70 Pine Street New York, New York 10270

## C.V. STARR &amp; CO., INC.

## OFFICERS &amp; DIRECTORS

Houghton Freeman Director & Senior Vice President	1880 Mountain Road, #14 Stowe, Vermont 05672
E.G. Greenberg Director & Vice President	70 Pine Street New York, New York 10270
Maurice R. Greenberg Director, President & Chief Executive Officer	70 Pine Street New York, New York 10270
Edwin A.G. Manton Director	70 Pine Street New York, New York 10270
Edward E. Matthews Director, Senior Vice President & Secretary	70 Pine Street New York, New York 10270
John J. Roberts Director & Senior Vice President	70 Pine Street New York, New York 10270
Robert M. Sandler Director & Vice President	70 Pine Street New York, New York 10270
Howard I. Smith Director & Vice President	70 Pine Street New York, New York 10270
Ernest E. Stempel Director & Senior Vice President	70 Pine Street New York, New York 10270
Thomas R. Tizzio Director & Vice President	70 Pine Street New York, New York 10270
Edmund S.W. Tse Director & Vice President	1, Stubbs Road Hong Kong
Gary Nitzsche Treasurer	70 Pine Street New York, New York 10270