

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Quane Alessandra C.</u> <hr/> (Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 175 WATER STREET <hr/> (Street) NEW YORK NY 10038 <hr/> (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 Officer (give title below) Other (specify below) X <b>EVP and Chief Risk Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2020</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			
Common Stock	01/01/2020		M		7,490 <sup>(1)</sup>	A	\$0.0000	58,434	D	
Common Stock	01/01/2020		M		1,560 <sup>(2)</sup>	A	\$0.0000	59,994	D	
Common Stock	01/01/2020		M		3,186 <sup>(3)</sup>	A	\$0.0000	15,234	I	By Spouse
Common Stock	01/01/2020		M		501 <sup>(4)</sup>	A	\$0.0000	15,735	I	By Spouse

**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				
2015 Performance Share Units	(5)	01/01/2020		M		1,560 <sup>(2)</sup>		(2)	(2)	Common Stock	1,560	\$0.0000	0.0000	D	
2017 Restricted Stock Units	(5)	01/01/2020		M		7,490 <sup>(1)</sup>		(1)	(1)	Common Stock	7,490	\$0.0000	0.0000	D	
2015 Performance Share Units	(5)	01/01/2020		M		501 <sup>(4)</sup>		(4)	(4)	Common Stock	501	\$0.0000	0.0000	I	By Spouse
2017 Restricted Stock Units	(5)	01/01/2020		M		3,186 <sup>(3)</sup>		(3)	(3)	Common Stock	3,186	\$0.0000	0.0000	I	By Spouse

**Explanation of Responses:**

- Represents AIG Common Stock underlying 2017 Restricted Stock Units (including related dividend equivalent rights in the form of 2017 Restricted Stock Units) that vested on January 1, 2020 and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying the final tranche of 2015 Performance Share Units (including related dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The final tranche of earned 2015 Performance Share Units (including related dividend equivalent rights in the form of 2015 Performance Share Units) vested on January 1, 2020 and are settled in shares of AIG Common Stock.
- Represents AIG Common Stock underlying 2017 Restricted Stock Units (including related dividend equivalent rights in the form of 2017 Restricted Stock Units). The 2017 Restricted Stock Units have vested for the reporting person and are settled in shares of AIG Common.
- Represents AIG Common Stock underlying the final tranche of 2015 Performance Share Units (including related dividend equivalent rights in the form of 2015 Performance Share Units) earned as determined by AIG's Compensation and Management Resources Committee in January 2018 based on pre-established performance goals for the three-year performance period ended December 31, 2017. The final tranche of earned 2015 Performance Share Units (including related dividend equivalent rights in the form of 2015 Performance Share Units) have vested for the reporting person and are settled in shares of AIG Common Stock.

5. The securities convert to AIG Common Stock on a 1-to-1 basis.

/s/ Alanna Franco, attorney-in-  
fact 01/03/2020

\*\* 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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