

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES AND EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): June 7, 2005

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other  
Jurisdiction of  
Incorporation)

1-8787  
(Commission File Number)

13-2592361  
(IRS Employer  
Identification No.)

70 Pine Street  
New York, New York 10270  
(Address of Principal Executive Offices)

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

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(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 - Corporate Governance and Management

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On June 7, 2005, American International Group, Inc. (AIG) received a letter from Howard I. Smith notifying AIG of his resignation from the AIG Board of Directors, effective immediately. A copy of Mr. Smith's letter is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On June 8, 2005, AIG received a letter from Maurice R. Greenberg notifying AIG of his resignation from the AIG Board of Directors, effective immediately. A copy of Mr. Greenberg's letter setting forth the reasons for his resignation is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit 99.1 Letter of Howard I. Smith  
Exhibit 99.2 Letter of Maurice R. Greenberg

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: June 10, 2005

By /s/ KATHLEEN E. SHANNON

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Name: Kathleen E. Shannon  
Title: Senior Vice President  
and Secretary

EXHIBIT INDEX

Exhibit No.	Description
- - - - -	- - - - -
----- 99.1	Letter of Howard I. Smith
99.2	Letter of Maurice R. Greenberg

June 3, 2005

261 Baird Court  
Woodbury, New York 11797

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

Dear Ms. Shannon:

This letter serves to tender my resignation, effective immediately, from the Board of Directors of American International Group, Inc. ("AIG"), as well as from all other subsidiary companies of AIG where I am still a director.

Very Truly Yours,

/s/ HOWARD I. SMITH

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Howard I. Smith

MAURICE R. GREENBERG

June 8, 2005

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

Dear Board Members:

I write today to tender my resignation from the Board of Directors, effective immediately.

I previously stated my intention not to stand for re-election to the Board. My decision to resign now results from my inability to receive information regarding the company and its operations necessary to fulfill my fiduciary duties.

I wish the employees of AIG every future success.

Sincerely,

/s/ M. R. GREENBERG

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Maurice R. Greenberg