\Box

FORM 4

Check this box if no longer subject to

Section 16. Form 4 or Form 5 obligations

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

4 Title of Occurity (In etc. 0)				an Desmand		A Committing Associated (A) on		E A	C. Oursenshin	7. Madama ad
		Table I - No	on-Derivative	Securities Acq	uired, Disp	osed of, or Beneficia	lly Owr	ned		
(City)	(State)	(Zip)								
(Street) NEW YORK	NY	10038	4. If Ame	endment, Date of Ori	iginal Filed (Mo	nth/Day/Year)	6. Indivi X	idual or Joint/Group Fi Form filed by One I Form filed by More	Reporting Person	,
AMERICAN IN 180 MAIDEN L		L GROUP, INC.	3. Date o 10/15/2	of Earliest Transactio 2012	on (Month/Day/	/ear)		Executive	√ice President	
1. Name and Addres <u>Hancock Pete</u> (Last)	1 0		Name and Ticker o RICAN INTE		^{ol} AL GROUP INC [ionship of Reporting F all applicable) Director Officer (give title below)	wner (specify		
may continue. Se	ee Instruction 1(b).			ant to Section 16(a) ection 30(h) of the Ir		s Exchange Act of 1934 Dany Act of 1940		Tiours	per response.	0.5

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(insu. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Securities Ac	quired (A) or	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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Security			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	(i) (instr. 4)	
\$41.47 ⁽¹⁾	10/15/2012		М			157.1853 ⁽²⁾	(3)	(3)	Common Stock	157.1853	(4)	0.0000	D	
\$36.29 ⁽¹⁾	10/15/2012		Α		5,814.101 ⁽⁵⁾		(3)	(3)	Common Stock	5,814.101	(4)	5,814.101	D	
\$33.54 ⁽¹⁾	10/15/2012		М			846.063 ⁽²⁾	(3)	(3)	Common Stock	846.063	(4)	0.0000	D	
\$23.37 ⁽¹⁾	10/15/2012		М			2,556.8109 ⁽⁶⁾	(3)	(3)	Common Stock	2,556.8109	(4)	0.0000	D	
	Conversion or Exercise Price of Derivative Security \$41.47 ⁽¹⁾ \$36.29 ⁽¹⁾ \$33.54 ⁽¹⁾	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) \$41.47 ⁽¹⁾ 10/15/2012 \$36.29 ⁽¹⁾ 10/15/2012 \$33.54 ⁽¹⁾ 10/15/2012	Conversion or Exercise Price of Derivative security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) \$41,47 ⁽¹⁾ 10/15/2012 Image: Conversion Same and Same and	Conversion or Exercise Price of Derivative Security Anternation (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transa (Sold if any (Month/Day/Year) \$41,47 ⁽¹⁾ 10/15/2012 Image: Conversion (Conversion) Month/Day/Year) \$36,29 ⁽¹⁾ 10/15/2012 Image: Conversion (Conversion) Anternation (Conversion) \$33,54 ⁽¹⁾ 10/15/2012 Image: Conversion (Conversion) Month	Conversion or Exercise Price of Derivative Security Rate (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transzton code (Instru- top) \$41,47 ⁽¹⁾ 10/15/2012 Code M \$36.29 ⁽¹⁾ 10/15/2012 A \$33.54 ⁽¹⁾ 10/15/2012 M	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. Securities Ad Disposed of and 5) \$41.47 ⁽¹⁾ 10/15/2012 M V (A) \$36.29 ⁽¹⁾ 10/15/2012 M S \$,814.101 ⁽⁵⁾ \$33.54 ⁽¹⁾ 10/15/2012 M M S \$,814.101 ⁽⁵⁾	Conversion or Exercise Price of Derivative Security Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Solution Securities Acquired (A) or Disposed of U(Instr. 3, 4) Security Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) if any (Month/Day/Year) Securities Acquired (A) or Disposed of U(Instr. 3, 4) \$41.47 ⁽¹⁾ 10/15/2012 If any (Month/Day/Year) M V If any (Month/Day/Year) If any (Month/Day/Year) \$36.29 ⁽¹⁾ 10/15/2012 If any (Month/Day) If any (Month/Day/Year) If any (Month/D	Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Trans=tion Code (:str. 4) Securities Acquired (A) or Disposed of (D) (instr. 4) Expiration Date (Month/Day/Year) Security Date Image: Code (:str. 4) Image: Code (:str. 4)	$ \frac{\text{Conversion}}{\text{price of perivative}} \sum_{\substack{\text{Price of perivative} \\ \text{Security}}} \sum_{\substack{\text{Price of perivative} \\ \text{Security}} \sum_{\substack{\text{Security} \\ \text{Security}} \sum_{\substack{\text{Security} \\ \text{Security}} \sum_{\substack{\text{Security} \\ \text{Security} \\ \text{Security}} \sum_{\substack{\text{Security} \\ \text{Security} \\ \text{Security} \\ \text{Security} \sum_{\substack{\text{Security} \\ \text{Security} \\ \text{Security} \\ \text{Security} \sum_{\substack{\text{Security} \\ \text{Security} \\ $	Conversion or Exercise Price of Derivative security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (Month/Day/Year) Securities Acquired (A) or Disposed of U) (Instr. 3, 4 and 5) Expiration Date (Month/Day/Year) Securities Derivative (Instr. 3, 4 and 5) \$41.47^{(1)} 10/15/2012 M V (A) (D) Date Exercisable Expiration Date Faring Common \$41.47^{(1)} 10/15/2012 M M V (A) 157.1853 ⁽²⁾ (3) (3) Common Stock \$36.29 ⁽¹⁾ 10/15/2012 A M S,814.101 ⁽⁵⁾ (3) (3) Common Stock \$33.54 ⁽¹⁾ 10/15/2012 M M I 2,556.8100 ⁽⁶⁾ (3) (3) Common Stock	Conversion or Exercise Price of Derivative security Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction and 5 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) Expiration Date (Month/Day/Year) Securities Underlying Derivative Security (Instr. 3, 4) Price of Derivative Security Image:	Conversion or Exercise Price of Derivative SecurityDate ind my (nonth/Day/Year)Execution Date, ind my (nonth/Day/Year)Trans-to code (trans $code (transmd s)Securities A-quired (A) orbisposed of () (Instr. 3. 4)Expiration Date(Month/Day/Year)Securities UnderlyingDerivative Security(Instr. 3. 4)Derivative Security(Instr. 3. $	Conversion or Exercise Price of Derivative Security Securit	Conversion or Exercise Price of Derivative Security Recurity Security

Explanation of Responses:

1. Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

2. Represents the payment in cash of an aggregate amount of \$36,407.88, before applicable taxes, in settlement of fully vested LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).

3. These securities do not have an exercisable date or expiration date.

4. These securities do not carry a conversion or exercise price.

5. This award represents fully vested RSUs; one third of the award will be payable in cash based on AIG's share price on the first anniversary of the deemed grant date, one third based on AIG's share price on the second anniversary of the deemed grant date, and one third based on AIG's share price on the third anniversary of the deemed grant date. This award reflects 5,970.4234 shares less 156.3224 shares withheld for taxes.

6. Represents the payment in cash of \$92,786.67, before applicable taxes, in settlement of stock salary based on AIG's share price on October 15, 2012.

/s/ Patricia M. Carroll, by POA for 10/17/2012 Peter D. Hancock

Date

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.