1. Title of

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPF	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).
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FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(b) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] <u>MOOR KRISTIAN P</u>			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC</u> [AIG]		ationship of Reporting Per c all applicable) Director Officer (give title below)	rson(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE		. ,	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2011		Executive Vice President		
(Street) NEW YORK (City)	NY (State)	10038 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filin Form filed by One Rep Form filed by More tha Person	porting Person	
		Table I - Non-Der	vative Securities Acquired, Disposed of, or Benefic	cially C	Dwned		

Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities A Disposed Of (Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or	Price	Transaction(s)		(1150.4)

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

(0.3., pare, care, care, optiono, conversion coounties)														
2. Conversion or Exercise Price of Derivative Security			Code (Derivative		Expiration Da	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	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		(Instr. 4)		
\$30.12 ⁽¹⁾	12/12/2011		М			1,934.66 ⁽²⁾	(3)	(3)	Common Stock	1,934.66	(4)	53,064.91	D	
	Conversion or Exercise Price of Derivative Security	Conversion or Exercise Price of Derivative Security \$20,12 ⁽¹⁾ 12/12/2011	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 2. Date (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year)	2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) Code (8) Code (8) C	2. Conversion or Exercise Price of Derivative Security 3. Transaction (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) Code V Code V Code V	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. 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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 \$45,058.22, net of applicable taxes, in settlement of stock salary based on AIG's share price on December 12, 2011. The settlement date for this award was accelerated by one year after certification to the Special Master for TARP Executive Compensation that AIG had completed a corporate transaction that resulted in a repayment to the Federal Reserve Bank of New York.

These securities do not have an exercisable date or expiration date.
These securities do not carry a conversion or exercise price.

<u>/s/ Kathleen E. Shannon, by</u>

12/13/2011

Date

POA for Kristian P. Moor ** 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.