

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>GREENBERG MAURICE R</u> (Last) (First) (Middle) <u>399 PARK AVENUE</u> <u>17TH FLOOR</u> (Street) <u>NEW YORK X1 10022</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP</u> <u>INC [AIG]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2007</u>					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person					

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	12/20/2007		M		3,680,759 ⁽⁷⁾	A	⁽⁷⁾	12,991,087	D	
Common Stock								26,325,000	I	See Footnote ⁽¹⁾
Common Stock								111,004	I	See Footnote ⁽²⁾
Common Stock								2,974,668	I	See Footnote ⁽³⁾⁽⁴⁾
Common Stock								8,801,095	I	See Footnote ⁽³⁾⁽⁵⁾
Common Stock								356,507	I	See Footnote ⁽⁶⁾

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
DCPPP ⁽¹⁾⁽⁷⁾	⁽⁷⁾	12/20/2007		M		1 ⁽⁷⁾		12/20/2007	12/20/2007	Common Stock	3,680,759 ⁽⁷⁾	⁽⁷⁾	0	D	

Explanation of Responses:

- 26,325,000 shares of American International Group, Inc. (?AIG?) common stock are owned by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, a Florida limited liability company whose sole member is the Maurice R. and Corinne P. Joint Tenancy Corporation, Inc., a Florida corporation whose common stock is held by Mr. and Mrs. Greenberg as tenants by the entireties.
- Shares of common stock of AIG are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts.
- Mr. Greenberg owns 24.082% of the total outstanding shares of common stock of C. V. Starr & Co., Inc. (?CV Starr?). As of the close of business on December 20, 2007, CV Starr beneficially owned 12,352,246 shares of AIG common stock, excluding 8,801,095 shares of AIG common stock that are owned by C. V. Starr & Co., Inc. Trust (the ?CV Starr Trust?), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.
- As a result of the factors discussed in footnote 3 above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of AIG common stock beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest that he may be deemed to have in shares of AIG common stock beneficially owned by CV Starr would not exceed the percentage of his common stock ownership of CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.
- Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the CV Starr Trust.
- 356,507 shares of common stock of AIG are owned by The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. (the ?Greenberg Foundation?), of which Mr. Greenberg is chairman of the board of directors. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation.
- Pursuant and subject to the terms of the Starr International Company, Inc. Deferred Compensation Profit Participation Plan (the ?DCPPP?), Mr. Greenberg has elected to receive a final distribution in shares of AIG common stock (less appropriate withholding taxes) under the DCPPP on or as soon as practicable (but in no event later than 60 days) following the first business day in January of 2008.

Remarks:

Mr. Greenberg may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc. under Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the ? Exchange Act?), as a result of it being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/ Bertil Lundqvist

01/03/2008

/s/George Y. Liu

01/03/2008

** Signature of Reporting Person

Date

* 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.

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned hereby constitutes, designates and appoints any one individual from Group A (as defined below) and any one individual from Group B (as defined below), taken together, jointly, as such person's true and lawful attorneys-in-fact and agents for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to execute, acknowledge, deliver and file any and all filings requires by the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), including Sections 13 and 16 of such act, and the rules and regulations thereunder, and the Securities Act of 1933, as amended (the "Securities Act"), including Rule 144 and the other rules and regulation thereunder, and all documents in connection with such filings, respecting securities of American International Group, Inc., a Delaware corporation, including but not limited to Forms 3, 4 and 5 and Schedules 13D and 13G under the Exchange Act and Form 144 under the Securities Act and any amendments thereto and successor forms and schedules thereto.

Group A shall consist of the following individuals: Edward E. Matthews, Howard I. Smith and Bertil P-H Lundqvist.

Group B shall consist of the following individuals: George Y. Liu, Lee S. Woloski and Mike F. Huang.

This power of attorney shall be valid from the date hereof until revoked by the undersigned.

IN WITNESS WHEREOF, the undersigned has executed this instrument as of the 3rd day of January, 2008

MAURICE R. GREENBERG

By: /s/ Maurice R. Greenberg

Name: Maurice R. Greenberg