FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

TATEMENT	OF CHANGE	S IN BENEFIC	CIAL OWNERSHIP

OMB Number:	3235-028
Estimated average burd	en
hours per response:	0.

OMB APPROVAL

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* WISNER FRANK G				2. Issuer Name and Ticker or Trading Symbol AMERICAN INTERNATIONAL GROUP									5. Relationship of Reporting Person(s) to Is (Check all applicable) X Director 10% O							
(Last) (First) (Middle) AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET			NC.	INC [(AIG)] 3. Date of Earliest Transaction (Month/Day/Year) 01/02/2004									X Officer (give title Other (specify below) Vice Chairman							
(Street) NEW YO (City)			.0270 Zip)		4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)								. Indivi ine) X	Form	I or Joint/Group Filing (Check Applicable orm filed by One Reporting Person orm filed by More than One Reporting orson				
		Tabl	e I - Nor	า-Deriva	ative	Sec	curitie	s Ac	quired,	Dis	posed o	f, or I	Bene	efici	ally (Dwne	ed			
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da					Execution Date,				ties Acquired (A) I Of (D) (Instr. 3, 4			and Secur Benef		cially I Following	6. Owner Form: Di (D) or Inc (I) (Instr.	rect lirect	7. Nature of Indirect Beneficial Ownership			
							Code	v	Amount	(A (D) or)	Price	Trans		action(s) 3 and 4)		(Instr. 4)			
Common Stock 01/02/2				2004		J ⁽¹⁾		41,850)	A	\$66.79		42,454		D					
Common Stock 01/02/2				2004		J ⁽¹⁾		41,850)	D \$66		.79	9 604		D					
	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)	erivative Conversion Date Execution Date, ecurity or Exercise (Month/Day/Year) if any			ransaction of ode (Instr. Deriv		rities nired r osed) r. 3, 4	6. Date E Expiratio (Month/D	n Dat	e Amount of		str. 3	8. Price Derivat Securit (Instr. 5		9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or	ount nber res						

Explanation of Responses:

1. Distribution pursuant to Starr International Company, Inc. Deferred Compensation Profit Participation Plan. The distribution was paid in cash based on an AIG common stock price of \$66.79 per share. Includes 1,127.55 shares that were withheld to satisfy certain tax liabilities.

By: /s/ Kathleen E. Shannon, by power of attorney for Frank 01/05/2004

G. Wisner

** 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.

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.