

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

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 NY 10022</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN INTERNATIONAL GROUP 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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2005</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  <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/02/2005		G	326	D	\$0.00	43,350,552	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,350,389	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,350,226	D	
Common Stock	12/02/2005		G	148	D	\$0.00	43,350,078	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,915	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,752	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,589	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,426	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,263	D	
Common Stock	12/02/2005		G	163	D	\$0.00	43,349,100	D	
Common Stock	12/02/2005		G	148	D	\$0.00	43,348,952	D	
Common Stock	12/02/2005		G	148	D	\$0.00	43,348,804	D	
Common Stock	12/14/2005		G	113,619	D	\$0.00	43,235,185	D	
Common Stock	12/14/2005		G	113,619	D	\$0.00	43,258,839 <sup>(1)</sup>	D	
Common Stock	12/02/2005		G	163	A	\$0.00	106,790	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	12/02/2005		G	148	A	\$0.00	106,938	I	See Footnotes <sup>(2)(4)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,101	I	See Footnotes <sup>(2)(5)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,264	I	See Footnotes <sup>(2)(6)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,427	I	See Footnotes <sup>(2)(7)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,590	I	See Footnotes <sup>(2)(8)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,753	I	See Footnotes <sup>(2)(9)</sup>
Common Stock	12/02/2005		G	163	A	\$0.00	107,916	I	See Footnotes <sup>(2)(10)</sup>
Common Stock							5,307,370	I	See Footnotes <sup>(11)(12)</sup>

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock							18,644,278	I	See Footnotes <sup>(13)</sup>

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Includes 137,273 shares of American International Group, Inc. ("AIG") common stock acquired by Mr. Greenberg as a result of the exercise of his options with respect to AIG common stock as reported on Mr. Greenberg's Form 4 filed on December 16, 2005. Mr. Greenberg holds 43,258,839 shares of AIG common stock directly (52 individually and 43,258,787 as a tenant in common with his wife).
- Shares of common stock of AIG are held in 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 held by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the family trusts.
- This transaction represents a gift of 163 shares of AIG common stock to a family trust.
- This transaction represents a gift of 148 shares of AIG common stock to a family trust.
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- As of December 31, 2005, Mr. Greenberg held 18.497% of the total outstanding shares of voting and nonvoting common stock of C. V. Starr & Co., Inc. ("CV Starr"). CV Starr beneficially owns 28,692,968 shares of AIG common stock, excluding 18,644,278 shares of AIG common stock that are held by the C. V. Starr & Co., Inc. Trust (the "CV Star Trust"), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.
- As a result of the factors discussed in footnote 11 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 he may have in shares of AIG common stock beneficially owned by CV Starr does not exceed the percentage of his common stock ownership of CV Starr. Accordingly, Mr. Greenberg has only reported his proportionate interest of AIG Common stock owned by 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 held by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the CV Starr Trust.

**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 him being deemed a member of a group under Section 13(d)(3) of the Exchange Act.

/s/ Maurice R. Greenberg                      02/14/2006

\*\* 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.

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