HURD JEFFREY J
Form 4
April 17, 2012

FORM 4

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HURD JEFFREY J

(Last) (First) (Middle)

AMERICAN INTERNATIONAL GROUP, INC., 180 MAIDEN LANE

(Street)

NEW YORK, NY 10038

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMERICAN INTERNATIONAL GROUP INC [AIG]

3. Date of Earliest Transaction (Month/Day/Year)
04/13/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP - Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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 A Underlying S (Instr. 3 and
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit	(1)	04/13/2012		A		15,366.2755 (2)		(3)	(3)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURD JEFFREY J AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE NEW YORK, NY 10038			SVP - Human Resources	

Signatures

/s/ Kathleen E. Shannon, by POA for Jeffrey J. Hurd	04/17/2012
**Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- **(1)** Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- **(2)** 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 15,714.7989 shares less the 348.5234 shares withheld for taxes. For the purposes of determining the timing and amount of payment, the award is considered earned over the period since January 1, 2012 through April 15, 2012 with the appropriate part deemed granted on the fifteenth and thirtieth of each month.
- **(3)** These securities do not have an exercisable date or expiration date.
- **(4)** These securities do not carry a conversion or exercise price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.