

AMERICAN INTERNATIONAL GROUP INC

Form 5

February 13, 2008

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 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
GREENBERG MAURICE R

(Last) (First) (Middle)

399 PARK AVENUE, 17TH
FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(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 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)
Common Stock	02/26/2007	Â	G	174	A \$ 0 114,067	I	See Footnotes (1) (2)
Common Stock	04/16/2007	Â	G	178	A \$ 0 114,067	I	See Footnotes (1) (2)
Common Stock	05/07/2007	Â	G	167	A \$ 0 114,067	I	See Footnotes

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									<u>(1)</u> <u>(2)</u>
Common Stock	06/11/2007	Â	G	167	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	06/25/2007	Â	G	168	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	07/11/2007	Â	G	175	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	10/12/2007	Â	G	176	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	206	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	206	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	205	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	206	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	205	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	206	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	206	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/05/2007	Â	G	203	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/18/2007	Â	G	215	A	\$ 0	114,067	I	See Footnotes <u>(1)</u> <u>(2)</u>
Common Stock	12/26/2007	Â	G	632,801	A	\$ 0	989,308	I	See Footnotes <u>(3)</u> <u>(7)</u>

Common Stock	Â	Â	Â	Â	Â	Â	2,974,668	I	See Footnotes (4) (5)
Common Stock	Â	Â	Â	Â	Â	Â	8,801,095	I	See Footnotes (4) (6)

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

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(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREENBERG MAURICE R 399 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

By: /s/ Bertil P-H Lundqvist, Attorney-in-Fact 02/13/2008

__Signature of Reporting Person

Date

By: /s/ George Y. Liu, Attorney-in-Fact 02/13/2008

__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) This transaction represents a gift of common stock of American International Group, Inc. ("AIG") previously owned by Mr. and Mrs. Greenberg as tenants in common to a family trust for which Mr. Greenberg is the trustee.

(2) 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 pecuniary interest in, the shares of common stock of AIG held by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of common stock of AIG held by the family trusts.

(3) This transaction represents a gift of common stock of AIG previously 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. Greenberg Joint Tenancy Corporation, Inc., a Florida corporation, whose common stock is held by Mr. and Mrs. Greenberg as tenants by the entireties) to The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. (the "Greenberg Foundation"), of which Mr. Greenberg is chairman of the board of directors.

(4) As of December 31, 2007, Mr. Greenberg owned 24.082% of the total outstanding shares of voting and nonvoting stock of C.V. Starr & Co., Inc. ("CV Starr"). As of December 31, 2007, CV Starr beneficially owned 12,352,246 shares of common stock of AIG, excluding 8,801,095 shares of common stock of AIG that were held by the C.V. Starr & Co., Inc. Trust (the "CV Starr Trust"), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.

(5) As a result of the factors discussed in footnote (4) above, Mr. Greenberg may be deemed to have pecuniary interest in the shares of common stock of AIG beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest he may have in shares of common stock of AIG 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 common stock of AIG owned by CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of common stock of AIG owned by CV Starr.

(6) As a result of the factors discussed in footnote (4) above, Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of common stock of AIG held by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of common stock of AIG held by the CV Starr Trust.

(7) Shares of common stock of AIG are owned the Greenberg Foundation. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of common stock of AIG owned by the Greenberg Foundation. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of common stock of AIG owned by the Greenberg Foundation.

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Remarks:

Mr.Â GreenbergÂ mayÂ beÂ deemedÂ toÂ beneficiallyÂ ownÂ moreÂ thanÂ 10%Â ofÂ theÂ commonÂ stockÂ ofÂ AIGÂ

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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