

AMERICAN INTERNATIONAL GROUP INC
Form FWP
May 22, 2012

Filed Pursuant to Rule 433

Registration No. 333-160645

American International Group, Inc.

\$750,000,000

4.875% NOTES DUE 2022

Issuer:	American International Group, Inc.
Legal Format:	SEC Registered
Securities:	4.875% Notes Due 2022
Expected Ratings (Moody's/S&P)*:	Baa1 (Stable) / A- (Stable)
Security Type:	Senior Unsecured Fixed Rate Notes
Trade Date:	May 21, 2012
Settlement Date:	May 24, 2012 (T + 3)
Maturity Date:	June 1, 2022
Principal Amount:	\$750,000,000
Price to Public:	99.077% of principal amount
Gross Underwriting Discount:	0.450%
Proceeds to Issuer Before Expenses:	\$739,702,500
Spread to Treasury Benchmark:	325 basis points
Treasury Benchmark:	1.750% due May 15, 2022
Treasury Benchmark Yield:	1.743%
Coupon:	4.875%
Yield to Maturity:	4.993%
Interest Payment Dates:	Semi-annually on the 1 st of June and December, commencing December 1 st , 2012 (long first coupon)
Day Count Convention:	30/360, unadjusted
Denominations:	\$2,000, with increments of \$1,000 thereafter
Optional Redemption:	Make-whole redemption at any time at a discount rate of US Treasury + 50 basis points
CUSIP/ISIN:	026874CU9 / US026874CU91
Joint Book Running Managers:	Barclays Capital Inc. BNP Paribas Securities Corp.

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Citigroup Global Markets Inc.

RBC Capital Markets, LLC

Co-Managers:

CastleOak Securities, L.P.
HSBC Securities (USA) Inc.
Mizuho Securities USA Inc.
Nomura Securities International, Inc.
Santander Investment Securities Inc.
SMBC Nikko Capital Markets Limited
Standard Chartered Bank
The Williams Capital Group, L.P.

Junior Co-Managers:

ANZ Securities, Inc.
Drexel Hamilton, LLC
ING Financial Markets LLC
Lloyds Securities Inc.
nabSecurities, LLC
Samuel A. Ramirez & Company, Inc.
Scotia Capital (USA) Inc.

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll free at 1-888-603-5847, BNP Paribas Securities Corp. toll-free at 1-800-854-5674, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 and RBC Capital Markets, LLC toll-free at 1-866-375-6829.