

LITZKY ERIC N
Form 3/A
January 04, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â LITZKY ERIC N | | (Month/Day/Year) | AMERICAN INTERNATIONAL GROUP INC [(AIG)] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/16/2005 | | 12/16/2005 |
| AMERICAN INTERNATIONAL GROUP, INC.,Â 70 PINE STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | (give title below) (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Vice President | <input type="checkbox"/> Form filed by More than One Reporting Person |
| NEW YORK,Â NYÂ 10270 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,071 | D | Â |
| Common Stock | 100 | I | Held by wife ⁽¹⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|--------------------------------------|---------------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Option (Right to Buy) | 01/18/2000 ⁽²⁾ | 01/18/2006 | Common Stock | 1,054 | \$ 22.3704 | D | Â |
| Employee Stock Option (Right to Buy) | 12/11/2000 ⁽²⁾ | 12/11/2006 | Common Stock | 843 | \$ 25.9852 | D | Â |
| Employee Stock Option (Right to Buy) | 12/08/2001 ⁽²⁾ | 12/08/2007 | Common Stock | 843 | \$ 37.8667 | D | Â |
| Employee Stock Option (Right to Buy) | 12/14/2002 ⁽²⁾ | 12/14/2008 | Common Stock | 750 | \$ 46.5333 | D | Â |
| Employee Stock Option (Right to Buy) | 09/15/2003 ⁽²⁾ | 09/15/2009 | Common Stock | 750 | \$ 60.125 | D | Â |
| Employee Stock Option (Right to Buy) | 12/14/2004 ⁽³⁾ | 12/14/2010 | Common Stock | 600 | \$ 96.5625 | D | Â |
| Employee Stock Option (Right to Buy) | 12/13/2005 ⁽³⁾ | 12/13/2011 | Common Stock | 750 | \$ 79.61 | D | Â |
| Employee Stock Option (Right to Buy) | 12/16/2006 ⁽³⁾ | 12/16/2012 | Common Stock | 900 | \$ 61.3 | D | Â |
| Employee Stock Option (Right to Buy) | 02/10/2007 ⁽³⁾ | 02/10/2013 | Common Stock | 900 | \$ 47 | D | Â |
| Employee Stock Option (Right to Buy) | 12/17/2007 ⁽³⁾ | 12/17/2013 | Common Stock | 1,000 | \$ 63.95 | D | Â |
| Employee Stock Option (Right to Buy) | 12/16/2008 ⁽³⁾ | 12/16/2014 | Common Stock | 2,000 | \$ 64.47 | D | Â |
| Employee Stock Option (Right to Buy) | 09/01/2009 ⁽³⁾ | 09/01/2015 | Common Stock | 1,000 | \$ 59.35 | D | Â |
| Employee Stock Purchase Plan | 01/02/2006 | 01/02/2006 | Common Stock | 179 | \$ 55.82 | D | Â |
| Restricted Stock Unit | 09/01/2009 ⁽⁴⁾ | 09/01/2009 | Common Stock | 340 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LITZKY ERIC N AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET NEW YORK, NY 10270 | Â | Â | Â Vice President | Â |

Signatures

/s/ Litzky, Eric
N.

01/04/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Beneficial ownership is disclaimed.
- (2) These options were granted under the American International Group, Inc. 1991 Employee Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.
These options were granted under the American International Group, Inc. Amended and Restated 1999 Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.
- (3) Granted under the American International Group, Inc. Amended and Restated 2002 Stock Incentive Plan. Subject to the terms of the plan, the shares of common stock underlying these Restricted Stock Units will be deliverable, without the payment of any cash consideration, as soon as administratively feasible after September 1, 2009. The delivery of such shares shall be in consideration of services performed for AIG and its subsidiaries by the grantee.
- (4)

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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