

AMERICAN INTERNATIONAL GROUP INC

Form 3

June 10, 2009

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 *

Â STARR INTERNATIONAL
CO INC

(Last) (First) (Middle)

101 BAARERSTRASSE

(Street)

CH 6300 ZUG,Â V8Â 41

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/05/2009

3. Issuer Name **and** Ticker or Trading Symbol

AMERICAN INTERNATIONAL GROUP INC [AIG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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 Beneficially Owned1. 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

264,561,274

D

Â

Common Stock

15,700,000

I

See Footnote ⁽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
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARR INTERNATIONAL CO INC 101 BAARERSTRASSE CH 6300 ZUG, V8 41	^	^ X	^	^

Signatures

/s/Mike F. Huang, Attorney-In-Fact	06/10/2009
__Signature of Reporting Person	Date

/s/Bertil P-H Lundqvist, Attorney-In-Fact	06/10/2009
__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) These shares are owned directly by Starr International Investments, Ltd., which is a wholly owned subsidiary of Starr International Company, Inc.

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Remarks:

Starr^ International^ Company,^ Inc.^ may^ be^ deemed^ to^ beneficially^ own^ more^ than^ 10%^ of^ the^ comm

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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