

AMERICAN INTERNATIONAL GROUP INC
 Form 4
 September 24, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 MATTHEWS EDWARDS E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 399 PARK AVENUE 17TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/24/2008

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

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	09/24/2008		S	D	82,507	\$ 5.2742	0	D
Common Stock	09/24/2008		S	D	23,500	\$ 5.2742	0	I
Common Stock							8,580,850	I

See Footnote (1)
 See Footnote (2)

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

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SEC 1474 (9-02)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATTHEWS EDWARDS E
399 PARK AVENUE 17TH FLOOR
NEW YORK, NY 10022

X

Signatures

/s/Mike F. Huang,
Attorney-in-Fact

09/24/2008

__Signature of Reporting Person

Date

/s/Bertil P-H Lundqvist,
Attorney-in Fact

09/24/2008

__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) Prior to the transactions reported by this Form 4, Mr. Matthews' wife held 23,500 shares of American International Group, Inc. (?AIG?) common stock. Mr. Matthews may be deemed to be the beneficial owner of and to have a pecuniary interest in the shares of AIG common stock held by his wife. Mr. Matthews disclaims beneficial ownership of and any pecuniary interest in the shares of AIG common stock held by his wife.

(2) Mr. Matthews may be deemed to be the beneficial owner of and to have a pecuniary interest in the shares of AIG common stock held by the C. V. Starr & Co., Inc. Trust (the ?CV Starr Trust?). Mr. Matthews disclaims beneficial ownership of and any pecuniary interest in the shares of AIG common stock held by the CV Starr Trust.

Remarks:

Mr. Matthews may be deemed to beneficially own more than 10% of the common stock of American International Group, Inc.

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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