

AMERICAN INTERNATIONAL GROUP INC  
 Form 5  
 February 17, 2009

**FORM 5**

**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).  
 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

1. Name and Address of Reporting Person \*  
**FRENKEL JACOB A**

(Last) (First) (Middle)

**AMERICAN INTERNATIONAL GROUP, INC., 70 PINE STREET**

(Street)

**NEW YORK, NY 10270**

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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) (A) or (D) Price	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 Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	Â	03/02/2007	Â	A4	25,600	Â	Â (1)	Â (1)	Common Stock	25,600
Restricted Stock Unit	Â	02/26/2008	Â	A4	5,120	Â	Â (2)	Â (2)	Common Stock	5,120

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRENKEL JACOB A AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET NEW YORK, NY 10270	Â	Â	Â Vice Chairman	Â

## Signatures

Kathleen E. Shannon, by power of attorney for Jacob A. Frenkel  
 Date: 02/17/2009

\_\_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).
- These restricted stock units (RSUs) were granted under the American International Group, Inc. Deferred Compensation Profit Participation Plan. Pursuant to the terms of the plan, 50 percent of the RSUs will vest on May 1, 2009 and 50 percent will vest on May 1, 2010.
- (1) Participation Plan. Pursuant to the terms of the plan, 50 percent of the RSUs will vest on May 1, 2009 and 50 percent will vest on May 1, 2010.
  - (2) Grant of incremental performance RSUs pursuant to 2005-2006 Deferred Compensation Profit Participation Plan. Pursuant to the terms of the plan, these RSUs will vest January 1, 2012.

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### Remarks:

This Form 5 includes transactions through January 31, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.