

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form 424B2

AMERICAN INTERNATIONAL GROUP INC
Form 424B2
March 14, 2007

PRICING SUPPLEMENT NO. MP-3
DATED MARCH 13, 2007
TO PROSPECTUS DATED JULY 24, 2006
AND PROSPECTUS SUPPLEMENT DATED OCTOBER 12, 2006

FILED PURSUANT TO RULE 424(b) (2)
REGISTRATION NO. 333-106040

AMERICAN INTERNATIONAL GROUP, INC.
4.95% MEDIUM-TERM NOTES, SERIES MP, MATCHED INVESTMENT PROGRAM,
DUE MARCH 20, 2011

Principal Amount: U.S.\$600,000,000	Original Issue Date:
Agents' Discount or Commission: U.S.\$1,500,000	Stated Maturity: March 20, 2011
Net Proceeds to Issuer: U.S.\$597,216,000	Interest Rate: 4.95%
Form: <input checked="" type="checkbox"/> Book Entry <input type="checkbox"/> Certificated	CUSIP No.: 02687QBL1
Specified Currency (If other than U.S. dollars): N/A	Authorized Denominations: U.S.\$1,000 and integral multiples thereof, U.S.\$1,000 in excess thereof

The notes are being placed through or purchased by the Agents listed below:

Goldman Sachs & Co.	U.S.\$240,000,000	Capacity:	<input type="checkbox"/> Agent	<input checked="" type="checkbox"/>
Greenwich Capital Markets, Inc.	U.S.\$240,000,000	Capacity:	<input type="checkbox"/> Agent	<input checked="" type="checkbox"/>
Daiwa Securities SMBC Europe Ltd	U.S.\$ 40,020,000	Capacity:	<input type="checkbox"/> Agent	<input checked="" type="checkbox"/>
Mitsubishi UFJ Securities International plc	U.S.\$ 39,960,000	Capacity:	<input type="checkbox"/> Agent	<input checked="" type="checkbox"/>
Mizuho Securities (USA) Inc.	U.S.\$ 40,020,000	Capacity:	<input type="checkbox"/> Agent	<input checked="" type="checkbox"/>

If as Agent: The notes are being offered at a fixed initial public offering price of ____% of principal amount.

If as Principal:

- The notes are being offered at varying prices related to prevailing market prices at the time of resale.
- The notes are being offered at a fixed initial public offering price of 99.786% of principal amount.

Interest Payment Dates: Semi-annually on every March 20 and September 20, commencing September 20, 2007

Redemption Provisions:

- The notes cannot be redeemed prior to the Stated Maturity.
- The notes may be redeemed prior to the Stated Maturity.
- Initial Redemption Date: _____
- Initial Redemption Percentage: ____%
- Annual Redemption Percentage Reduction: ____%

Optional Repayment Provisions:

- The notes cannot be repaid prior to the Stated Maturity.
- The notes can be repaid prior to the Stated Maturity at the option of the holder of the notes.

Optional Repayment Date(s): _____

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Use of Proceeds: We intend to use the net proceeds from the sale of the notes to fund the AIG Matched Investment Program, American International Group, Inc.'s principal spread-based investment activity.

Other Provisions: None

We are offering notes on a continuing basis through AIG Financial Securities Corp., ABN AMRO Incorporated, Banca IMI S.p.A., Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Inc., BMO Capital Markets Corp., BNP Paribas Securities Corp., BNY Capital Markets, Inc., Calyon Securities (USA) Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Daiwa Securities America Inc., Daiwa Securities SMBC Europe Limited, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mitsubishi UFJ Securities International plc, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation, Santander Investment Securities Inc., Scotia Capital (USA) Inc., SG Americas Securities, LLC, TD Securities (USA) LLC, UBS Securities LLC, and Wachovia Capital Markets, LLC, as agents, each of which has agreed to use its best efforts to solicit offers to purchase notes. We may also accept offers to purchase notes through other agents. See "Plan of Distribution" in the accompanying prospectus supplement. To date, including the notes

described by this pricing supplement, we have accepted offers to purchase \$2.7 billion aggregate principal amount (or its equivalent in one or more foreign currencies) of notes described in the accompanying prospectus supplement.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE NOTES OR DETERMINED IF THE PROSPECTUS, THE PROSPECTUS SUPPLEMENT OR THIS PRICING SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.