

AMERICAN INTERNATIONAL GROUP INC

Form S-8 POS

December 19, 2007

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As filed with the Securities and Exchange Commission on December 18, 2007

Registration Statement No. 333-148148

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1  
to  
Form S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

**AMERICAN INTERNATIONAL GROUP, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**13-2592361**  
(IRS Employer  
identification No.)

**70 Pine Street, New York, New York 10270**  
(Address, including zip code, of principal executive offices)

**American International Group, Inc. Amended and Restated 2007 Stock Incentive Plan**  
(Full title of the plan)

**Kathleen E. Shannon**  
**Senior Vice President, Secretary and Deputy General Counsel**

**70 Pine Street**  
**New York, New York 10270**  
**(212) 770-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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SIGNATURES

EXHIBIT INDEX

EX-23.A: CONSENT OF PRICEWATERHOUSECOOPERS LLP

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed solely for the purpose of amending a typographical error in Exhibit 23(a).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 18th day of December, 2007.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Steven J. Bensinger  
Name: Steven J. Bensinger  
Title: Executive Vice President and Chief  
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on the 18th day of December, 2007.

| <b>Signature</b>         | <b>Title</b>   |
|--------------------------|--|
| /s/ Martin J. Sullivan*  | President, Chief Executive Officer and Director      |
| (Martin J. Sullivan)     | (Principal Executive Officer)                        |
| /s/ Steven J. Bensinger  | Executive Vice President and Chief Financial Officer |
| (Steven J. Bensinger)    | (Principal Financial Officer)                        |
| /s/ David L. Herzog*     | Senior Vice President and Comptroller                |
| (David L. Herzog)        | (Principal Accounting Officer)                       |
| /s/ Marshall A. Cohen*   | Director   |
| (Marshall A. Cohen)      |  |
| /s/ Martin S. Feldstein* | Director   |
| (Martin S. Feldstein)    |  |
| /s/ Ellen V. Futter*     | Director   |
| (Ellen V. Futter)        |  |

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| <b>Signature</b>                                    | <b>Title</b> |
|---|--------------|
| /s/ Stephen L. Hammerman*<br>(Stephen L. Hammerman) | Director     |
| /s/ Richard C. Holbrooke*<br>(Richard C. Holbrooke) | Director     |
| /s/ Fred H. Langhammer*<br>(Fred H. Langhammer)     | Director     |
| /s/ George L. Miles, Jr.*<br>(George L. Miles, Jr.) | Director     |
| /s/ Morris W. Offit*<br>(Morris W. Offit)           | Director     |
| /s/ James F. Orr III*<br>(James F. Orr III)         | Director     |
| /s/ Virginia M. Rometty*<br>(Virginia M. Rometty)   | Director     |
| /s/ Michael H. Sutton*<br>(Michael H. Sutton)       | Director     |
| /s/ Edmund S.W. Tse*<br>(Edmund S.W. Tse)           | Director     |
| /s/ Robert B. Willumstad*<br>(Robert B. Willumstad) | Director     |
| /s/ Frank G. Zarb*<br>(Frank G. Zarb)               | Director     |

\* By: /s/ Steven J. Bensinger  
Name: Steven J. Bensinger

Title: Attorney-in-Fact

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| Exhibit Number | Description  | Location          |
|----------------|--|-------------------|
| 4              | American International Group, Inc.<br>Amended and Restated 2007 Stock Incentive<br>Plan  | Previously filed. |
| 5              | Opinion of Kathleen E. Shannon re validity   | Previously filed. |
| 10             | Material contracts   |                   |
|                | (a) Form of Stock Option Award<br>Agreement under the AIG Amended and<br>Restated 2007 Stock Incentive Plan.                                       | Previously filed. |
|                | (b) Form of Performance RSU Award<br>Agreement under the AIG Amended and<br>Restated 2007 Stock Incentive Plan                                     | Previously filed. |
|                | (c) Form of Time-Vested RSU Award<br>Agreement under the AIG Amended and<br>Restated 2007 Stock Incentive Plan                                     | Previously filed. |
|                | (d) Form of Time-Vested RSU Award<br>Agreement with four-year pro rata vesting<br>under the AIG Amended and Restated 2007<br>Stock Incentive Plan  | Previously filed. |
|                | (e) Form of Time-Vested RSU Award<br>Agreement with three-year pro rata vesting<br>under the AIG Amended and Restated 2007<br>Stock Incentive Plan | Previously filed. |
|                | (f) Form of Non-Employee Director<br>Deferred Stock Units Award Agreement<br>under the AIG Amended and Restated 2007<br>Stock Incentive Plan       | Previously filed. |
| 15             | Letter re unaudited interim financial<br>information   | Not applicable.   |

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| Exhibit Number | Description   | Location   |
|----------------|---|--|
| 23             | Consents of experts and counsel<br>(a) PricewaterhouseCoopers LLP.<br>(b) Kathleen E. Shannon, Esq. | Filed as exhibit hereto.<br>Previously filed (as included in Exhibit 5). |
| 24             | Power of Attorney   | Previously filed.  |