

AMERICAN INTERNATIONAL GROUP INC
 Form 5
 February 13, 2008

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 *
GREENBERG MAURICE R

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2007

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

399 PARK AVENUE, 17TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10022

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) | (A) or (D) | Amount or 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-----------------|--|--|---|
| Common Stock | 01/03/2007 | ^ | G | 167 | D | \$ 0 | 12,985,977 | D | ^ |
| Common Stock | 01/03/2007 | ^ | G | 167 | D | \$ 0 | 12,985,977 | D | ^ |
| Common Stock | 02/26/2007 | ^ | G ⁽¹⁾ | 174 | D | \$ 0 | 12,985,977 | D | ^ |
| Common Stock | 04/16/2007 | ^ | G ⁽¹⁾ | 178 | D | \$ 0 | 12,985,977 | D | ^ |

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| | | | | | | | | | |
|--------------|------------|---|------------------------|-----|---|------|------------|---|---|
| Common Stock | 05/07/2007 | Â | <u>G⁽¹⁾</u> | 167 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 05/14/2007 | Â | G | 100 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 06/11/2007 | Â | <u>G⁽¹⁾</u> | 167 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 06/25/2007 | Â | <u>G⁽¹⁾</u> | 168 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 07/11/2007 | Â | <u>G⁽¹⁾</u> | 175 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 08/14/2007 | Â | G | 187 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 09/11/2007 | Â | G | 185 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 10/12/2007 | Â | <u>G⁽¹⁾</u> | 176 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 11/12/2007 | Â | G | 209 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 11/12/2007 | Â | G | 209 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | G | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | G | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | G | 205 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 205 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 205 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 206 | D | \$ 0 | 12,985,977 | D | Â |
| Common Stock | 12/05/2007 | Â | <u>G⁽¹⁾</u> | 203 | D | \$ 0 | 12,985,977 | D | Â |

| | | | | | | | | | | |
|--------------|------------|---|------------------|---------|---|------|------------|---|------------------|--|
| Common Stock | | | | | | | | | | |
| Common Stock | 12/05/2007 | Â | G | 206 | D | \$ 0 | 12,985,977 | D | Â | |
| Common Stock | 12/18/2007 | Â | G ⁽¹⁾ | 215 | D | \$ 0 | 12,985,977 | D | Â | |
| Common Stock | 12/26/2007 | Â | G | 109,852 | D | \$ 0 | 25,269,689 | I | See Footnote (2) | |
| Common Stock | 12/26/2007 | Â | G | 312,658 | D | \$ 0 | 25,269,689 | I | See Footnote (2) | |
| Common Stock | 12/26/2007 | Â | G ⁽³⁾ | 632,801 | D | \$ 0 | 25,269,689 | I | See Footnote (2) | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GREENBERG MAURICE R 399 PARK AVENUE 17TH FLOOR NEW YORK, NY 10022 | Â | Â X | Â | Â |

Signatures

By: /s/ Bertil P-H Lundqvist, 02/13/2008
Attorney-in-Fact

__Signature of Reporting Person Date

By: /s/ George Y. Liu, Attorney-in-Fact 02/13/2008

__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) This transaction represents a gift of common stock of American International Group, Inc. ("AIG") previously owned by Mr. and Mrs. Greenberg as tenants in common to a family trust for which Mr. Greenberg is the trustee.

Shares of common stock of AIG are owned by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC (the "Greenberg Joint Tenancy Company"), a Florida limited liability company, whose sole member is the Maurice R. and Corinne P. Greenberg Joint Tenancy Corporation, Inc., a Florida corporation, whose common stock is held by Mr. and Mrs. Greenberg as tenants by the entities.
- (2) This transaction represents a gift of common stock of AIG previously owned by the Greenberg Joint Tenancy Company to The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. (the "Greenberg Foundation"), of which Mr. Greenberg is chairman of the board of directors.
- (3) R. and Corinne P. Greenberg Family Foundation, Inc. (the "Greenberg Foundation"), of which Mr. Greenberg is chairman of the board of directors.

Â

Remarks:

Mr. Â Greenberg Â may Â be Â deemed Â to Â beneficially Â own Â more Â than Â 10% Â of Â the Â common Â stock Â of Â AIG Â

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.