

GREENBERG MAURICE R
Form 3
June 10, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GREENBERG MAURICE R | | | (Month/Day/Year) | | AMERICAN INTERNATIONAL GROUP INC [AIG] | |
| (Last) | (First) | (Middle) | 06/05/2009 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 399 PARK AVENUE, 17TH FLOOR | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10022 | | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| (City) | (State) | (Zip) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 27,217 | I | See Footnote ⁽¹⁾ |
| Common Stock | 16,019 | I | See Footnote ⁽²⁾ ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Option to Buy | 09/15/1999 | 09/15/2009 | Common Stock | 225,000 | \$ 60.125 | D | Â |
| Option to Buy | 12/14/2000 | 12/14/2010 | Common Stock | 200,000 | \$ 96.5625 | D | Â |
| Option to Buy | 12/13/2001 | 12/13/2011 | Common Stock | 375,000 | \$ 79.61 | D | Â |
| Option to Buy | 12/16/2002 | 12/16/2012 | Common Stock | 375,000 | \$ 61.3 | D | Â |
| Option to Buy | 02/10/2003 | 02/10/2013 | Common Stock | 375,000 | \$ 47 | D | Â |
| Option to Buy | 12/17/2003 | 12/17/2013 | Common Stock | 375,000 | \$ 63.95 | D | Â |
| Option to Buy | 12/16/2004 | 12/16/2014 | Common Stock | 375,000 | \$ 64.47 | D | Â |

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

/s/Mike F. Huang,
Attorney-In-Fact
06/10/2009
Date

**Signature of Reporting Person

/s/Bertil P-H Lundqvist,
Attorney-In-Fact
06/10/2009
Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares of AIG common stock are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts.
 - (2) Mr. Greenberg owns 27.27% of the total outstanding shares of common stock of C. V. Starr & Co., Inc. ("CV Starr"). As of the close of business on June 5, 2009, CV Starr beneficially owned 58,744 shares of AIG common stock.

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- (3) As a result of the factors discussed in footnote 2 above, Mr. Greenberg may be deemed to have a pecuniary interest in the shares of
AIG common stock beneficially owned by CV Starr. Mr. Greenberg believes that any pecuniary interest that he may be deemed to have
in shares of AIG common stock beneficially owned by CV Starr would not exceed the percentage of his common stock ownership of
CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned
by CV Starr.

Â

Remarks:

Mr.Â GreenbergÂ mayÂ beÂ deemedÂ toÂ beneficiallyÂ ownÂ moreÂ thanÂ 10%Â ofÂ theÂ commonÂ stockÂ ofÂ Amer

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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