

GREENBERG MAURICE R
Form SC 13D/A
September 30, 2008

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)(1)

American International Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class Securities)

026874-107

(CUSIP Number)

Howard I. Smith
Vice Chairman-Finance and Secretary
Telephone: (212) 230-5050

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communication)

September 29, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 9 to the Schedule 13D on behalf of C. V. Starr & Co., Inc. Trust, dated March 20, 2007, Amendment No. 11 to the Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, dated May 26, 2006, Amendment No. 13 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006, Amendment No. 13 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006, Amendment No. 15 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005, Amendment No. 15 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005, Amendment No. 17 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978, and Amendment No. 17 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. Greenberg

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions) (a) (b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

PF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

- 7 SOLE VOTING POWER

NUMBER OF	2,487,500
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED BY	65,694,446
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	2,487,500
WITH	10 SHARED DISPOSITIVE POWER

65,694,446

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

68,181,946

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.54%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward E. Matthews

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) (b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

PF

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

- 7 SOLE VOTING POWER

NUMBERS	281,875
OF SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED	8,580,850
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	281,875
WITH	10 SHARED DISPOSITIVE POWER

8,580,850

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

8,862,725

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.33%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Starr International Company, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) (b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

WC

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

- 7 SOLE VOTING POWER

NUMBER OF 207,917,035
SHARES 8 SHARED VOTING POWER

BENEFICALLY

OWNED 0

BY EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 207,917,035

WITH 10 SHARED DISPOSITIVE POWER

2,112,119

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

210,029,154

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.81%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF	0
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED	26,429,714
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
WITH	10 SHARED DISPOSITIVE POWER

26,429,714

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

26,429,714

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.98%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Universal Foundation, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
x (b) o

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

WC

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) o

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

- 7 SOLE VOTING POWER

NUMBER OF	2,112,119
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED	0
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
WITH	10 SHARED DISPOSITIVE POWER

2,112,119

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

2,112,119

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS) o

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.08%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Maurice R. and Corinne P. Greenberg Family Foundation, Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)(a)
x (b) o

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

WC

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

- | | | |
|---------------------|----|--------------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF
SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED | | |
| BY EACH | | 989,308 |
| REPORTING | 9 | SOLE DISPOSITIVE POWER |
| PERSON | | |
| WITH | | 0 |
| | 10 | SHARED DISPOSITIVE POWER |

989,308

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

989,308

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)o

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.04%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF	0
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED	25,269,689
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
WITH	10 SHARED DISPOSITIVE POWER

25,269,689

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

25,269,689

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.94%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 026874-107

- 1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc. Trust

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions) (a) (b)

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS (See Instructions)

OO

- 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

- 7 SOLE VOTING POWER

NUMBER OF	0
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	
OWNED	8,580,850
BY EACH	9 SOLE DISPOSITIVE POWER
REPORTING	
PERSON	0
	10 SHARED DISPOSITIVE POWER

8,580,850

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

8,580,850

- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.32%

- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Item 5. Interest in Securities of the Issuer
Item 5 is amended and supplemented to add the following information for updating as of the date hereof:

As previously reported, on March 9, 2006, CV Starr entered into an agreement to transfer 5,000,000 shares of Common Stock to the CV Starr Volaris Trust. On September 29, 2008, CV Starr gave notice to the CV Starr Volaris Trustee of its election to terminate the CV Starr Volaris Trust in its entirety pursuant to Article Fifth (c) of the CV Starr Volaris Trust Agreement, effective immediately. CV Starr has the right to receive 5,000,000 shares of Common Stock from the CV Starr Volaris Trust upon the termination thereof. The beneficial ownership of the Reporting Persons, including such shares, is as disclosed below.

As previously reported, on March 9, 2006, Mr. Greenberg and his spouse entered into an agreement to transfer 5,000,000 jointly owned shares of Common Stock to the MRG/CPG Volaris Trust. On September 29, 2008, Mr. and Mrs. Greenberg gave notice to the MRG/CPG Volaris Trustee of their election to terminate the MRG/CPG Volaris Trust in its entirety pursuant to Article Fifth (c) of the MRG/CPG Volaris Trust Agreement, effective immediately. Mr. and Mrs. Greenberg have the right to receive 5,000,000 shares of Common Stock from the MRG/CPG Volaris Trust upon the termination thereof. The beneficial ownership of the Reporting Persons, including such shares, is as disclosed below.

As of the date of the filing of this statement, the Reporting Persons may be deemed to beneficially own in the aggregate 278,492,975 shares of Common Stock, representing approximately 10.36% of the Issuer's outstanding Common Stock (based on 2,688,833,724 shares of Common Stock reported by the Issuer as outstanding as of July 31, 2008, in the Issuer's Form 10-Q filed on August 6, 2008).

Mr. Greenberg has the sole power to vote and direct the disposition of 2,487,500 shares of Common Stock, which may be acquired pursuant to incentive stock options previously granted by the Issuer to Mr. Greenberg as an officer and director of the Issuer that are exercisable within 60 days of the date hereof. Mr. Greenberg has the shared power to vote and direct the disposition of 65,694,446 shares of Common Stock, 12,889,788 shares of which are held as tenant in common with Mr. Greenberg's wife, 115,947 shares of which are held in family trusts of which Mr. Greenberg is a trustee, 17,848,864 shares of which are held by CV Starr, 8,580,850 shares of which are held by the CV Starr Trust, for which CV Starr is a beneficiary and Mr. Greenberg is a trustee, 989,308 shares of which are held by the Greenberg Foundation, of which Mr. Greenberg, his wife and family members are directors, and 25,269,689 shares of which are held by the Greenberg Joint Tenancy Company, of which the Greenberg Joint Tenancy Corporation is the managing member. Mr. Greenberg owns 24.08% of the common stock of CV Starr directly. Based on Mr. Greenberg's voting power in CV Starr, his position as a trustee of the CV Starr Trust, his position as director and Chairman of the Board of the Greenberg Foundation, his position as director and Chairman of the Board of the Greenberg Joint Tenancy Corporation, the managing member of the Greenberg Joint Tenancy Company, and the other facts and circumstances described in Items 2, 4, 5 and 6 of this Schedule 13D, Mr. Greenberg may be deemed to beneficially own the shares of Common Stock held by CV Starr, the CV Starr Trust, the Greenberg Foundation and the Greenberg Joint Tenancy Company. Mr. Greenberg disclaims beneficial ownership of the shares of Common Stock held by CV Starr, the CV Starr Trust, the Greenberg Foundation, the family trusts described above.

CV Starr has the shared power to vote and direct the disposition of 26,429,714 shares of Common Stock held by CV Starr (8,580,850 shares of which are held by the CV Starr Trust, of which CV Starr is a beneficiary).

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

On September 29, 2008, CV Starr gave notice to the CV Starr Volaris Trustee of its election to terminate the CV Starr Volaris Trust in its entirety pursuant to Article Fifth (c) of the CV Starr Volaris Trust Agreement, effective immediately.

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On September 29, 2008, Mr. and Mrs. Greenberg gave notice to the MRG/CPG Volaris Trustee of their election to terminate the MRG/CPG Volaris Trust in its entirety pursuant to Article Fifth (c) of the MRG/CPG Volaris Trust Agreement, effective immediately.

Item 7 Material to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement, dated September 29, 2008, by and among Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, Greenberg Foundation, Greenberg Joint Tenancy Company, and CV Starr Trust.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: September 29, 2008

MAURICE R. GREENBERG

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

STARR INTERNATIONAL
COMPANY, INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title:
Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE
P. GREENBERG FAMILY
FOUNDATION, INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title:
Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title:
Attorney-In-Fact

MAURICE R. AND CORINNE P.
GREENBERG JOINT TENANCY
COMPANY, LLC

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title:
Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H
Lundqvist

Name: Bertil P-H
Lundqvist
Title:
Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title:
Attorney-In-Fact