

AMERICAN INTERNATIONAL GROUP INC

Form 5

February 13, 2008

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
GREENBERG MAURICE R

(Last) (First) (Middle)

**399 PARK AVENUE, 17TH
FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**AMERICAN INTERNATIONAL
GROUP INC [AIG]**3. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20074. If Amendment, Date Original
Filed (Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person**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)	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	Â	G	167 D \$ 0	12,985,977	D	Â
Common Stock	01/03/2007	Â	G	167 D \$ 0	12,985,977	D	Â
Common Stock	02/26/2007	Â	G ⁽¹⁾	174 D \$ 0	12,985,977	D	Â
Common Stock	04/16/2007	Â	G ⁽¹⁾	178 D \$ 0	12,985,977	D	Â

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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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(9-02)

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 S B O E I F (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.
- (2) 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.
- (3) 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.

Â

Remarks:

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

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.