

MATTHEWS EDWARDS E

Form 3

June 10, 2009

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

MATTHEWS EDWARDS E

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

06/05/2009

3. Issuer Name **and** Ticker or Trading Symbol

AMERICAN INTERNATIONAL GROUP INC [AIG]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person399 PARK AVENUE 17TH
FLOOR

(Street)

NEW YORK, NY 10022

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****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)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: MATTHEWS EDWARDS E - Form 3

(Instr. 5)

Option to Buy	12/15/1999	12/15/2009	Common Stock	45,000	\$ 60.125	D	Â
Option to Buy	12/14/2000	12/14/2010	Common Stock	40,000	\$ 96.5625	D	Â
Option to Buy	12/13/2001	12/13/2011	Common Stock	50,000	\$ 79.61	D	Â
Option to Buy	12/16/2002	12/16/2012	Common Stock	50,000	\$ 61.3	D	Â
Option to Buy	02/10/2003	02/10/2013	Common Stock	50,000	\$ 47	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTHEWS EDWARDS E 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

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

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).

Â

Remarks:

Mr. Matthews may be deemed to beneficially own more than 10% of the common stock of Ameri

Note: File three copies of this Form, one of which must be manually signed. If space 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.