

GREENBERG MAURICE R
Form 5
February 12, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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)
12/31/2008

___ Director ___X___ 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

___X___ 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)	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	01/04/2008	^	G ⁽¹⁾	214 D \$ 0	12,888,666	D	^
Common Stock	01/04/2008	^	G ⁽¹⁾	214 D \$ 0	12,888,666	D	^
Common Stock	02/25/2008	^	G ⁽¹⁾	243 D \$ 0	12,888,666	D	^
Common Stock	04/11/2008	^	G ⁽¹⁾	268 D \$ 0	12,888,666	D	^

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Common Stock	05/06/2008	Â	<u>G⁽¹⁾</u>	252	D	\$ 0	12,888,666	D	Â
Common Stock	06/13/2008	Â	<u>G⁽¹⁾</u>	354	D	\$ 0	12,888,666	D	Â
Common Stock	06/13/2008	Â	<u>G⁽¹⁾</u>	354	D	\$ 0	12,888,666	D	Â
Common Stock	07/03/2008	Â	<u>G⁽¹⁾</u>	454	D	\$ 0	12,888,666	D	Â
Common Stock	08/27/2008	Â	<u>G⁽¹⁾</u>	603	D	\$ 0	12,888,666	D	Â
Common Stock	09/08/2008	Â	<u>G⁽¹⁾</u>	519	D	\$ 0	12,888,666	D	Â
Common Stock	01/04/2008	Â	G	214	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	01/04/2008	Â	G	214	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	02/25/2008	Â	G	243	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	04/11/2008	Â	G	268	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	05/06/2008	Â	G	252	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	06/13/2008	Â	G	354	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	06/13/2008	Â	G	354	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	07/03/2008	Â	G	454	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	08/27/2008	Â	G	603	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	09/08/2008	Â	G	519	A	\$ 0	71,417	I	See Footnote <u>(1)</u>
Common Stock	Â	Â	Â	Â	Â	Â	25,269,689	I	See Footnote <u>(2)</u>
Common Stock	Â	Â	Â	Â	Â	Â	2,527,818	I	See Footnotes <u>(3)</u> <u>(4)</u>
Common Stock	Â	Â	Â	Â	Â	Â	8,580,850	I	See Footnotes <u>(3)</u> <u>(5)</u>

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

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SEC 2270
(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 Sc B O E Is F (I
						Date Exercisable (A) (D)	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, Attorney-in-Fact 02/12/2009

__Signature of Reporting Person Date

By: /s/ George Y. Liu, Attorney-in-Fact 02/12/2009

__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 AIG common stock are owned by the Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, 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 entireties.
- (3) As of December 31, 2008, Mr. Greenberg held 24.082% of the total outstanding shares of voting and nonvoting common stock of C. V. Starr & Co., Inc. (?CV Starr?). As of December 31, 2008, CV Starr beneficially owned 10,496,712 shares of AIG common stock, excluding 8,580,850 shares of AIG common stock that are held by the C. V. Starr & Co., Inc. Trust (the ?CV Starr Trust?), for which

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CV Starr is a beneficiary and Mr. Greenberg is a trustee.

As a result of the factors discussed in footnote 3 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 he may have in shares of AIG common stock beneficially owned by CV Starr does not exceed the percentage of his common stock ownership of CV Starr. Accordingly, Mr. Greenberg has only reported his proportionate interest of AIG common stock owned by CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.

(4)

Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock held by the CV Starr Trust. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock held by the CV Starr Trust.

(5)

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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.