Edgar Filing: LEWIS ROBERT EDWARD - Form 4

	BERT EDWARD	•								
Form 4	2010									
October 04, 2									PPROVAL	
FORM	4 UNITED	STATES		RITIES A			3235-0287			
Check thi		***	sington	Expires:	January 31,					
if no long subject to Section 1 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHII SECURITIES					Estimated burden hou response	urs per			
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Section 1940			
(Print or Type F	Responses)									
1. Name and Address of Reporting Person <u>*</u> LEWIS ROBERT EDWARD			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. Date of Earliest Transaction (Month/Day/Year) 09/30/2010 4. If Amendment, Date Original Filed(Month/Day/Year) 				Director X Officer (giv		% Owner her (specify	
AMERICAN GROUP, IN	below) below) SENIOR VICE PRESIDENT 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person									
NEW YORI	K, NY 10270						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tal	ble I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Rep	ort on a separate line	e for each cl	ass of sec	curities benef	ficially ow	ned directly	or indirectly.			
	Persons who respond to the information contained in this required to respond unless t displays a currently valid OM number.					tained in this form ond unless the fo	n are not rm	SEC 1474 (9-02)		
	Tab					sposed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative Securities	Expiration Date	Underlying Secur

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Security (Instr. 3)	or Exercise Price of Derivative		any (Month/Day/Year)	(Instr. 8) Disposed o		Acquired (A) Disposed of ((Instr. 3, 4, a)	(D)	(Month/Day/	10nth/Day/Year)		(Instr. 3 and 4)	
	Security			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha	
Long-Term Performance Units	\$ 39.1 <u>(1)</u>	09/30/2010		А		294.9847 (2)		(2)	(3)	Common Stock	29	
Restricted Stock Unit	\$ 30.12 (1)	10/01/2010		М			370.9 (5)	(3)	(3)	Common Stock	3	

Reporting Owners

Relationships **Reporting Owner Name / Address** 10% Owner Officer Other Director LEWIS ROBERT EDWARD AMERICAN INTERNATIONAL GROUP, INC. SENIOR VICE PRESIDENT 70 PINE ST NEW YORK, NY 10270 Signatures KATHLEEN E. SHANNON, POA FOR ROBERT E. LEWIS 10/04/2010 **Signature of Reporting Person

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) Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.

This award represents the portion of a grant of fully vested LPTUs that is based on the value of common stock, net of the value of 8.7238 shares withheld for taxes. The LTPUs are based on a mix of common stock and AIG's 8.175% Series A-6 Junior Subordinated Debentures (the "Hybrid Securities"), and represent 20 percent common stock and 80 percent Hybrid Securities, by value, on the date of

- (2) grant. One third of the award will be payable in cash based on the values of the underlying securities on the first anniversary of the grant date, one third based on the values on the second anniversary and one third based on the values on the third anniversary. The Reporting Person disclaims that the reported portion of the LTPUs is a "derivative security" required to be reported under Section 16 of the Securities Exchange Act of 1934.
- (3) These securities do not have an exercisable date or expiration date.
- (4) These securities do not carry a conversion or exercise price.
- Represents payout of \$14,413.33, net of applicable taxes, in stock salary payable in cash based on AIG's share price on the first (5) anniversary of the deemed grant date, to be paid on the next payroll date.

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.

Date