

AMERICAN INTERNATIONAL GROUP INC

Form 5

February 13, 2008

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

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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
STARR INTERNATIONAL CO
INC

(Last) (First) (Middle)

101 BAARERSTRASSE

(Street)

CH 6300 ZUG, Â V8Â 41

(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)
12/31/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

__X__ 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	11/12/2007	Â	X	2,109 D \$ 37.8667	233,307,661	D	Â
Common Stock	11/12/2007	Â	X	2,109 A \$ 37.8667	233,309,770	D	Â
Common Stock	12/18/2007	Â	X	421 D \$ 37.8667	233,309,349	D	Â
Common Stock	12/18/2007	Â	X	421 A \$ 37.8667	233,309,770	D	Â
	Â	Â	Â	Â Â Â	15,000,000	I	

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Common
Stock

See
Footnote
(1)

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

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Call Option (obligation to sell)	\$ 37.8667	11/12/2007	Â	X	Â 1	04/01/1999 01/01/2008	Common Stock	2,109
Call Option (right to buy)	\$ 37.8667	11/12/2007	Â	X	Â 1	04/01/1999 01/01/2008	Common Stock	2,109
Call Option (obligation to sell)	\$ 37.8667	12/18/2007	Â	X	Â 1	06/01/1999 01/01/2008	Common Stock	421
Call Option (right to buy)	\$ 37.8667	12/18/2007	Â	X	Â 1	06/01/1999 01/01/2008	Common Stock	421

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STARR INTERNATIONAL CO INC 101 BAARERSTRASSE CH 6300 ZUG, Â V8Â 41	Â	Â X	Â	Â

Signatures

/s/ Stuart Osbourne, Vice President , on behalf of Starr International Company, Inc.

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) These shares are owned directly by Starr International Investments, Ltd., which is a wholly owned subsidiary of Starr International Company, Inc.

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Remarks:

StarrÂ InternationalÂ Company,Â Inc.Â mayÂ beÂ deemedÂ toÂ beneficiallyÂ ownÂ moreÂ thanÂ 10%Â ofÂ theÂ comm

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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