

GREENBERG MAURICE R
Form 3
September 30, 2008

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

OMB APPROVAL

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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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GREENBERG MAURICE R			(Month/Day/Year)	AMERICAN INTERNATIONAL GROUP INC [AIG]	
(Last)	(First)	(Middle)	09/29/2008	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
399 PARK AVENUE, 17TH FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, NY 10022				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input type="checkbox"/> Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. 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)
Common Stock	12,889,788	D	Â
Common Stock	25,269,689	I	See Footnote (1)
Common Stock	115,947	I	See Footnote (2)
Common Stock	4,298,363	I	See Footnotes (3) (4)
Common Stock	8,580,850	I	See Footnote (3) (5)
Common Stock	989,308	I	See Footnote (6)

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

SEC 1473 (7-02)

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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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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	^	^ X	^	^
Maurice R & Corinne P Greenberg Family Foundation Inc. 399 PARK AVENUE NEW YORK, NY 10022	^	^ X	^	^

Signatures

/s/Mike F. Huang,
Attorney-In-Fact
Date: 09/30/2008
**Signature of Reporting Person

/s/Bertil P-H Lundqvist,
Attorney-In-Fact
Date: 09/30/2008
**Signature of Reporting Person

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).
- (1) 25,269,689 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. Joint Tenancy Corporation, Inc., a Florida corporation whose common stock is held by Mr. and Mrs. Greenberg as tenants by the entireties.
- (2) Shares of AIG common stock are owned by family trusts for which Mr. Greenberg is the trustee. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the family trusts. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the family trusts.
- (3) Mr. Greenberg owns 24.082% of the total outstanding shares of common stock of C. V. Starr & Co., Inc. (CV Starr?). As of the close of business on September 29, 2008, CV Starr beneficially owned 17,848,864 shares of AIG common stock, excluding 8,580,850 shares of AIG common stock that are owned by C. V. Starr & Co., Inc. Trust (the CV Starr Trust?), for which CV Starr is a beneficiary and Mr. Greenberg is a trustee.
- (4) 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 that he may be deemed to have in shares of AIG common stock beneficially owned by CV Starr would not exceed the percentage of his common stock ownership of CV Starr. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by CV Starr.

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

- (6) 989,308 shares of AIG common stock are owned by The Maurice R. and Corinne P. Greenberg Family Foundation, Inc. (the ?Greenberg Foundation?), of which Mr. Greenberg is chairman of the board of directors. Mr. Greenberg may be deemed to be the beneficial owner of, and to have a pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation. Mr. Greenberg disclaims the beneficial ownership of, and any pecuniary interest in, the shares of AIG common stock owned by the Greenberg Foundation.

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Remarks:

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

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.