

AMERICAN INTERNATIONAL GROUP INC
Form FWP
March 20, 2012

Filed Pursuant to Rule 433
Registration No. 333-160645

American International Group, Inc.

\$1,250,000,000

3.800% NOTES DUE 2017

Issuer:	American International Group, Inc.
Legal Format:	SEC Registered
Securities:	3.800% Notes Due 2017
Expected Ratings (Moody's / S&P)*:	Baa1/A- (outlook stable)
Security Type:	Senior Unsecured Fixed Rate Notes
Trade Date:	March 19, 2012
Settlement Date:	March 22, 2012 (T + 3)
Maturity Date:	March 22, 2017
Principal Amount:	\$1,250,000,000
Price to Public:	99.797% of principal amount
Gross Underwriting Discount:	0.400%
Proceeds to Issuer Before Expenses:	\$1,242,462,500
Spread to Treasury Benchmark:	265 basis points
Treasury Benchmark:	0.875% due February 28, 2017
Treasury Benchmark Yield:	1.195%
Coupon:	3.800%
Yield to Maturity:	3.845%
Interest Payment Dates:	Semi-annually on the 22 nd of March and September, commencing September 22 nd , 2012
Day Count Convention:	30/360
Denominations:	Minimum of \$2,000, with increments of \$1,000 thereafter
Optional Redemption:	Make-whole redemption at any time at a discount rate of US Treasury + 40 basis points
CUSIP/ISIN:	026874CS4 / US026874CS46
Joint Book Running Managers:	J.P. Morgan Securities LLC RBS Securities Inc. U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Co-Managers:

- ANZ Securities, Inc.
- CastleOak Securities, L.P.
- Drexel Hamilton, LLC
- ING Financial Markets LLC
- Lloyds Securities Inc.
- Mizuho Securities USA Inc.
- nabSecurities, LLC
- Scotia Capital (USA) Inc.
- SMBC Nikko Capital Markets Limited
- Standard Chartered Bank
- The Williams Capital Group, L.P.

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533, RBS Securities Inc. toll-free at 1-866-884-2071, U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.