

LEWIS ROBERT EDWARD

Form 5

February 17, 2009

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
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LEWIS ROBERT EDWARD

(Last) (First) (Middle)

AMERICAN INTERNATIONAL
GROUP, INC., 70 PINE STREET

(Street)

NEW YORK, NY 10270

(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)
12/31/20084. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 Ownership (Instr. 4)
Common Stock	01/02/2009	Â	J4 ⁽³⁾	1,091 A Amount (D) Price \$ 1.69	36,613	D	Â

Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	Â	03/02/2007	Â	A4	19,200	Â Â (1) Â (1)	Common Stock 19,200
Restricted Stock Unit	Â	01/26/2009	Â	A4	3,840	Â Â (2) Â (2)	Common Stock 3,840

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS ROBERT EDWARD AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET NEW YORK, NY 10270	Â	Â	Â Senior Vice President	Â

Signatures

Kathleen E. Shannon, by power of attorney for Robert E. Lewis 02/17/2009

__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).

These restricted stock units (RSUs) were granted under the American International Group, Inc. Deferred Compensation Profit

- (1) Participation Plan. Pursuant to the terms of the plan, 50 percent of the RSUs will vest on May 1, 2009 and 50 percent will vest on May 1, 2010.
- (2) Grant of incremental performance RSUs pursuant to 2005-2006 Deferred Compensation Profit Participation Plan. Pursuant to the terms of the plan, these RSUs will vest on January 1, 2012.
- (3) Distribution of 1,620 shares pursuant to Starr International Company, Inc. Deferred Compensation Profit Participation Plan. The distribution was based on an AIG common stock value of \$1.69 per share. Excludes 529 shares that were withheld to satisfy certain tax liabilities.

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Remarks:

This Form 5 includes transactions through January 31, 2009.

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.