Cowan Michael R. Form 4 July 05, 2012

## FORM 4

### 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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Cowan Michael R.

(Last)

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

AMERICAN INTERNATIONAL GROUP INC [AIG]

3. Date of Earliest Transaction

AMERICAN INTERNATIONAL GROUP, INC., 180 MAIDEN LANE

NEW YORK, NY 10038

(First)

(Street)

(State)

(Month/Day/Year)

07/02/2012

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities 3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

Following Reported (A) or

Transaction(s) (Instr. 3 and 4)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X\_ Officer (give title

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of

Conversion

Derivative

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

5. Number of

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

**Executive Vice President** 

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

#### Edgar Filing: Cowan Michael R. - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) Disposed of (I (Instr. 3, 4, an 5)		(D)	D)		(Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 23.37 (1)	07/02/2012		M	942.4865 (2)		(3)	(3)	Common Stock	942.486

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Cowan Michael R. AMERICAN INTERNATIONAL GROUP, INC. 180 MAIDEN LANE NEW YORK, NY 10038

**Executive Vice President** 

## **Signatures**

/s/ Patricia M. Carroll, by POA for Michael R. Cowan

07/05/2012

\*\*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) Represents AIG's share price on the date of grant; these securities do not carry a conversion or exercise price.
- (2) Represents the payment in cash of \$30,008.77, net of applicable taxes, in settlement of stock salary based on AIG's share price on July 2, 2012.
- (3) These securities do not have an exercisable date or expiration date.
- (4) These securities do not carry a conversion or exercise price.

Effective July 2, 2012, AIG is treating each Restricted Stock Unit (RSU) and Long Term Performance Unit (LTPU) having a different delivery date as a separate class of AIG derivative securities in reporting the disposition upon settlement of fully vested RSUs and fully vested LTPUs (both the portion originally granted as common stock and the hybrid portion converted into common stock on April 14, 2011).

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.

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