

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
September 09, 2011

Filed Pursuant to Rule 433  
Registration No. 333-160645

**American International Group, Inc.**  
\$1,200,000,000  
**4.250% NOTES DUE 2014**

<b>Issuer:</b>	American International Group, Inc.
<b>Legal Format:</b>	SEC Registered
<b>Securities:</b>	4.250% Notes Due 2014
<b>Expected Ratings (Moody's / S&amp;P)*:</b>	Baa1/A- (outlook stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	September 8, 2011
<b>Settlement Date:</b>	September 13, 2011 (T + 3)
<b>Maturity Date:</b>	September 15, 2014
<b>Principal Amount:</b>	\$1,200,000,000
<b>Price to Public:</b>	99.448% of principal amount
<b>Gross Underwriting Discount:</b>	0.250%
<b>Proceeds to Issuer Before Expenses:</b>	\$1,190,376,000
<b>Spread to Treasury Benchmark:</b>	412.5 basis points
<b>Treasury Benchmark:</b>	0.500% due August 15, 2014
<b>Treasury Benchmark Yield:</b>	0.323%
<b>Coupon:</b>	4.250%
<b>Yield to Maturity:</b>	4.448%
<b>Interest Payment Dates:</b>	Semi-annually on the 15th of March and September, commencing March 15, 2012
<b>Day Count Convention:</b>	30/360
<b>Denominations:</b>	Minimum of \$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time at a discount rate of US Treasury + 50 basis points
<b>CUSIP/ISIN:</b>	026874 CA3/US026874CA38
<b>Joint Book Running Managers:</b>	Citigroup Credit Suisse Morgan Stanley US Bancorp

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**Co-managers:**

**Senior**

BNP PARIBAS  
CastleOak Securities, L.P.  
Lloyds Securities  
Loop Capital Markets  
RBS  
Santander  
The Williams Capital Group, L.P.

**Junior**

ANZ Securities  
Blaylock Robert Van, LLC  
Drexel Hamilton  
Kaufman Bros., L.P.  
Lebenthal Capital Markets  
M.R. Beal & Company  
Nomura  
Ramirez & Co., Inc.  
Siebert Capital Markets

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](http://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 contacting Citigroup Global Markets Inc. toll-free at 1-877-858-5407, Credit Suisse Securities (USA) LLC toll-free at 1-800-221-1037, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607.