LITZKY ERIC N
Form 3/A
January 04, 2006

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
Â LITZKY ERIC N
(Last) (First) (Middle)

AMERICAN INTERNATIONAL GROUP, INC.,Â 70 PINE STREET
(Street)

NEW YORK,Â NYÂ 10270
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/16/2005

3. Issuer Name **and** Ticker or Trading Symbol
AMERICAN INTERNATIONAL GROUP INC [(AIG)]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Vice President

5. If Amendment, Date Original Filed(Month/Day/Year)
12/16/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ 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	1,071	D	Â
Common Stock	100	I	Held by wife (1)

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy)	01/18/2000 (2)	01/18/2006	Common Stock	1,054	$ 22.3704	D	Â
Employee Stock Option (Right to Buy)	12/11/2000 (2)	12/11/2006	Common Stock	843	$ 25.9852	D	Â
Employee Stock Option (Right to Buy)	12/08/2001 (2)	12/08/2007	Common Stock	843	$ 37.8667	D	Â
Employee Stock Option (Right to Buy)	12/14/2002 (2)	12/14/2008	Common Stock	750	$ 46.5333	D	Â
Employee Stock Option (Right to Buy)	09/15/2003 (2)	09/15/2009	Common Stock	750	$ 60.125	D	Â
Employee Stock Option (Right to Buy)	12/14/2004 (3)	12/14/2010	Common Stock	600	$ 96.5625	D	Â
Employee Stock Option (Right to Buy)	12/13/2005 (3)	12/13/2011	Common Stock	750	$ 79.61	D	Â
Employee Stock Option (Right to Buy)	12/16/2006 (3)	12/16/2012	Common Stock	900	$ 61.3	D	Â
Employee Stock Option (Right to Buy)	02/10/2007 (3)	02/10/2013	Common Stock	900	$ 47	D	Â
Employee Stock Option (Right to Buy)	12/17/2007 (3)	12/17/2013	Common Stock	1,000	$ 63.95	D	Â
Employee Stock Option (Right to Buy)	12/16/2008 (3)	12/16/2014	Common Stock	2,000	$ 64.47	D	Â
Employee Stock Option (Right to Buy)	09/01/2009 (3)	09/01/2015	Common Stock	1,000	$ 59.35	D	Â
Employee Stock Purchase Plan	01/02/2006	01/02/2006	Common Stock	179	$ 55.82	D	Â
Restricted Stock Unit	09/01/2009 (4)	09/01/2009	Common Stock	340	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITZKY ERIC N AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET NEW YORK,Â NYÂ 10270	Â	Â	Â Vice President	Â

Signatures

/s/ Litzky, Eric N.	01/04/2006
**Signature of Reporting Person	Date

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)** Beneficial ownership is disclaimed.
- **(2)** These options were granted under the American International Group, Inc. 1991 Employee Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.
- **(3)** These options were granted under the American International Group, Inc. Amended and Restated 1999 Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.
- **(4)** Granted under the American International Group, Inc. Amended and Restated 2002 Stock Incentive Plan. Subject to the terms of the plan, the shares of common stock underlying these Restricted Stock Units will be deliverable, without the payment of any cash consideration, as soon as administratively feasible after September 1, 2009. The delivery of such shares shall be in consideration of services performed for AIG and its subsidiaries by the grantee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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