

AMERICAN INTERNATIONAL GROUP INC
Form 10-K/A
March 30, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the fiscal year ended December 31, 2011

Commission file number 1-8787

American International Group, Inc.

(Exact name of registrant as specified in its charter)

| | |
|--|--|
| Delaware (State or other jurisdiction of incorporation or organization) | 13-2592361 (I.R.S. Employer Identification No.) |
| 180 Maiden Lane, New York, New York (Address of principal executive offices) | 10038 (Zip Code) |
| Registrant's telephone number, including area code (212) 770-7000 | |

Securities registered pursuant to Section 12(b) of the Act:

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| Title of Each Class | Name of Each Exchange on Which Registered |
|--|---|
| Common Stock, Par Value \$2.50 Per Share | New York Stock Exchange |
| Warrants (expiring January 19, 2021) | New York Stock Exchange |
| 5.75% Series A-2 Junior Subordinated Debentures | New York Stock Exchange |
| 4.875% Series A-3 Junior Subordinated Debentures | New York Stock Exchange |
| 6.45% Series A-4 Junior Subordinated Debentures | New York Stock Exchange |
| 7.70% Series A-5 Junior Subordinated Debentures | New York Stock Exchange |
| Stock Purchase Rights | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant (based on the closing price of the registrant's most recently completed second fiscal quarter) was approximately \$12,986,000,000.

As of January 31, 2012, there were outstanding 1,896,865,688 shares of Common Stock, \$2.50 par value per share, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

None

Explanatory Note

This amendment (Amendment No. 2) to American International Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 (the 2011 Annual Report on Form 10-K) is being filed solely for the purpose of filing two additional exhibits required to be filed by the TARP Standards for Compensation and Corporate Governance. Other than adding exhibits 99.1 and 99.2, no other Item of the 2011 Annual Report on Form 10-K is affected by the change. As a result, they have been omitted from this Amendment No. 2.

Item 15. Exhibits, Financial Statement Schedules

(b) Exhibits.

The Exhibit Index listed under Part IV, Item 15(b) of AIG's 2011 Annual Report on Form 10-K is hereby amended such that the following documents are added to the Exhibit Index and are included as exhibits to the 2011 Annual Report on Form 10-K:

| Exhibit Number | Description | Location |
|-----------------------|--|-----------------|
| 99.1 | Certification of principal executive officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008 | Filed herewith. |
| 99.2 | Certification of principal financial officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008 | Filed herewith. |
| 31 | Rule 13a-14(a)/15d-14(a) Certifications | Filed herewith. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K/A (Amendment No. 2) to be signed on its behalf by the undersigned, thereunto duly authorized, on the 30th day of March, 2012.

AMERICAN INTERNATIONAL GROUP, INC.

By /s/ ROBERT H. BENMOSCHE
(Robert H. Benmosche, President and Chief
Executive Officer)