

AMERICAN INTERNATIONAL GROUP INC

Form 10-Q/A

November 23, 2010

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

Form 10-Q/A

(Mark One)

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

For the quarterly period ended September 30, 2010

or

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

For the transition period from

to

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

Former name, former address and former fiscal year, if changed since last report: Not applicable

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 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

Smaller reporting

(Do not check if a smaller
reporting company)

company

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

As of October 29, 2010, there were 135,143,176 shares outstanding of the registrant's common stock.

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EXPLANATORY NOTE

This amendment to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (Amendment No. 1) is being filed solely to provide a revised copy of Exhibit 10.3 to restore information that was previously omitted from Exhibit 10.3 pursuant to a request for confidential treatment. All other items of the Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2010 (the September 30, 2010 Form 10-Q) are unaffected by the change described above and have been omitted from this Amendment No. 1.

Part II

Item 6. Exhibits

The Exhibit index listed under Item 6 of Part II of the September 30, 2010 Form 10-Q is hereby amended such that Exhibit 10.3 is replaced in its entirety by the document attached as an exhibit to this Amendment No. 1, which is hereby included as an exhibit to the September 30, 2010 Form 10-Q.

Exhibit Index

Exhibit

Number

Description

Location

| | | |
|------|---|-----------------|
| 10.3 | Settlement Term Sheet, dated July 1, 2010 with respect to the proposed settlement of the litigation titled <i>In re AIG Securities Litigation</i> . | Filed herewith. |
| 31 | Rule 13a-14/15d-14(a) Certifications | Filed herewith. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**AMERICAN INTERNATIONAL
GROUP, INC.**

(Registrant)

/s/ David L. Herzog
David L. Herzog
Executive Vice President
Chief Financial Officer
Principal Financial Officer

/s/ Joseph D. Cook
Joseph D. Cook
Vice President
Controller
Principal Accounting Officer

Dated: November 23, 2010