

GREENBERG MAURICE R
Form SC 13D/A
January 22, 2009

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)(1)

American International Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class Securities)

026874-107

(CUSIP Number)

Howard I. Smith
Vice Chairman-Finance and Secretary
Telephone: (212) 230-5050

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communication)

January 22, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this

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Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 15 to the Schedule 13D on behalf of C. V. Starr & Co., Inc. Trust, dated March 20, 2007, Amendment No. 17 to the Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, dated May 26, 2006, Amendment No. 19 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006, Amendment No. 19 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006, Amendment No. 21 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005, Amendment No. 21 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005, Amendment No. 23 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978, and Amendment No. 23 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. Greenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF SHARES 2,487,500
8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 58,309,137
9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 2,487,500
10 SHARED DISPOSITIVE POWER

58,309,137

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

60,796,637

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.26%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward E. Matthews

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 281,875 SHARED VOTING POWER

9 8,580,850 SOLE DISPOSITIVE POWER

10 281,875 SHARED DISPOSITIVE POWER

8,580,850

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,862,725

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.33%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Starr International Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)x (b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

7 SOLE VOTING POWER

NUMBER OF SHARES 207,301,308
8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH 0
9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 207,301,308
10 SHARED DISPOSITIVE POWER

2,112,119

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,413,427

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.79%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
8 SHARED VOTING POWER

19,088,682
9 SOLE DISPOSITIVE POWER

0
10 SHARED DISPOSITIVE POWER

19,088,682

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,088,682

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.71%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Universal Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

7 SOLE VOTING POWER

NUMBER OF SHARES 2,112,119

8 SHARED VOTING POWER

BENEFICIALLY OWNED BY

0

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

0

10 SHARED DISPOSITIVE POWER

2,112,119

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,112,119

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.08%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Maurice R. and Corinne P. Greenberg Family Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
8 SHARED VOTING POWER

989,308
9 SOLE DISPOSITIVE POWER

0
10 SHARED DISPOSITIVE POWER

989,308

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

989,308

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.04%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7 SOLE VOTING POWER

NUMBER OF 0

SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 25,269,689

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH 10 SHARED DISPOSITIVE POWER

25,269,689

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,269,689

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.94%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

CUSIP No. 026874-107

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

C. V. Starr & Co., Inc. Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

0
8 SHARED VOTING POWER

8,580,850
9 SOLE DISPOSITIVE POWER

0
10 SHARED DISPOSITIVE POWER

8,580,850

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,580,850

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.32%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

Item 4. Purpose of Transaction

Item 4 is amended and supplemented to add the following information for updating as of the date hereof:

Mr. Maurice R. Greenberg, one of the Reporting Persons, has sent a letter to Mr. Edward Liddy, Chairman and CEO of the Issuer, regarding reports that the Issuer is contemplating the sale of AIA, in whole or in part. A copy of the letter is attached as Exhibit 2 to this Schedule 13D/A.

Any actions taken by the Reporting Persons may be effected at any time or from time to time, subject to any applicable limitations imposed on the actions by the Securities Act of 1933, as amended, state insurance regulatory laws or other applicable laws. There can be no assurance, however, that any Reporting Person will take any of the actions described in this Item 4.

Item 5. Interest in Securities of the Issuer

Item 5 is amended and supplemented to add the following information for updating as of the date hereof:

The Schedule 13-D/A filed by the Reporting Persons and dated January 5, 2009 overstated the amount of shares of Common Stock which Starr International distributed pursuant to the Starr International Company, Inc. Deferred Compensation Profit Participation Plan on January 2, 2009 by 422 shares of Common Stock. Starr International made distributions of 597,964 shares of Common Stock on January 2, 2009 pursuant to the Starr International Company, Inc. Deferred Compensation Profit Participation Plan.

As of the date of the filing of this statement, the Reporting Persons may be deemed to beneficially own in the aggregate 270,491,939 shares of Common Stock, representing approximately 10.06% of the Issuer's outstanding Common Stock (based on 2,689,938,313 shares of Common Stock reported by the Issuer as outstanding as of October 31, 2008, in the Issuer's Form 10-Q filed on November 10, 2008).

Starr International has the sole power to vote and direct the disposition of 207,301,308 shares of Common Stock, of which 15,700,000 shares are held by Starr International Investments, Ltd., a wholly owned subsidiary of Starr International, and 191,601,308 shares are held directly by Starr International, and the shared power to direct the disposition of 2,112,119 shares of Common Stock held by Universal Foundation.

Item 7 Material to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement, dated January 22, 2009, by and among Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, Greenberg Foundation, Greenberg Joint Tenancy Company, and CV Starr Trust.

Exhibit 2 Letter, dated January 22, 2009, from Mr. Greenberg to Mr. Edward Liddy, Chairman and CEO of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: January 22, 2009

MAURICE R. GREENBERG

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

STARR INTERNATIONAL
COMPANY, INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H
Lundqvist

Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE
P. GREENBERG FAMILY
FOUNDATION, INC.

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

MAURICE R. AND CORINNE P.
GREENBERG JOINT TENANCY
COMPANY, LLC

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H
Lundqvist
Name: Bertil P-H
Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact