

AMERICAN INTERNATIONAL GROUP INC

Form 8-A12B

April 12, 2007

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**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934
American International Group, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware 13-2592361

(State of Incorporation or Organization) (I.R.S. Employer
Identification no.)

70 Pine Street
New York, New York 10270

(Address of Principal Executive Offices) (Zip Code)

If this form relates to the
registration of a class of securities
pursuant to Section 12(b) of the
Exchange Act and is effective
pursuant to General Instruction
A.(c), please check the following
box:

If this form relates to the
registration of a class of securities
pursuant to Section 12(g) of the
Exchange Act and is effective
pursuant to General Instruction
A.(d), please check the following
box:

Securities Act registration statement file number to
which this form relates:

333-106040

(If applicable)

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

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

5.75% Series A-2
Junior Subordinated Debentures

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:
None

(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered

Item 2. Exhibits.

SIGNATURE

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered

American International Group, Inc. (the Company) hereby incorporates by reference the description of its 5.75% Series A-2 Junior Subordinated Debentures contained in the Prospectus, dated July 24, 2006, under Description of Junior Subordinated Debentures and in the Prospectus Supplement, dated March 8, 2007, under Description of Terms of the Series A-2 Junior Subordinated Debentures and Replacement Capital Covenant, filed with the Securities and Exchange Commission (the SEC) on March 9, 2007 under Rule 424(b)(2), pursuant to an effective Registration Statement on Form S-3 (File Nos. 333-106040 and 333-31024).

Item 2. Exhibits.

- 4.1 Junior Subordinated Debt Indenture, dated as of March 13, 2007, between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on March 13, 2007).
 - 4.2 Second Supplemental Indenture, dated as of March 15, 2007, between the Company and The Bank of New York, as Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
 - 4.3 Form of Series A-2 Junior Subordinated Debenture (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
 - 99.1 Replacement Capital Covenant, dated March 15, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on March 16, 2007).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN INTERNATIONAL
GROUP, INC.

Date: April 12, 2007

By: /s/ Robert A. Gender

Name: Robert A. Gender
Title: Vice President and Treasurer