

AMERICAN INTERNATIONAL GROUP INC

Form FWP

November 21, 2007

Filed Pursuant to Rule 433  
Dated November 20, 2007  
Registration Nos. 333-106040; 333-143992

November 20, 2007

**AMERICAN INTERNATIONAL GROUP, INC.**

**Floating Rate LIBOR Notes due November 27, 2047**

|   |   |
|---|---|
| <b>Issuer:</b>                                      | American International Group, Inc.  |
| <b>Security:</b>                                    | Floating Rate Notes due November 27, 2047 (series AIG-FP)                       |
| <b>CUSIP:</b>                                       | 02687QDC9   |
| <b>Note Type:</b>                                   | Senior unsecured, SEC registered  |
| <b>Trade Date:</b>                                  | November 20, 2007   |
| <b>Settlement Date (T+4):</b>                       | November 27, 2007   |
| <b>Maturity Date:</b>                               | November 27, 2047   |
| <b>Aggregate Principal Amount Offered:</b>          | \$35,433,000.00   |
| <b>Price to Public (Issue Price):</b>               | 100%  |
| <b>Underwriting Discount (Gross Spread):</b>        | 1.00%   |
| <b>All-in Price (Net of Underwriting Discount):</b> | 99.00%  |
| <b>Net Proceeds:</b>                                | \$35,078,670.00   |
| <b>Interest Rate:</b>                               | Three-month LIBOR -- 0.25%  |
| <b>Interest Reset Period:</b>                       | Quarterly   |
| <b>Interest Rate Reset:</b>                         | 2 London business days preceding each applicable Interest Reset Date            |
| <b>Interest Payment Dates:</b>                      | February 27, May 27, August 27 and November 27, commencing on February 27, 2008 |
| <b>Interest Reset Date:</b>                         | First day of each calculation period  |
| <b>Day Count:</b>                                   | Actual/360  |

---

**Calculation Agent:** AIG Financial Products Corp.

**Form:** DTC, Book-entry

**Initial Interest Rate:** Reuters LIBOR01 - 0.25%, LIBOR to be determined as of 11:00am on November 23, 2007

**Denominations:** Minimum of \$1,000 with increments of \$1,000 thereafter; each owner of a beneficial interest in a Note will be required to hold such beneficial interest in a minimum principal amount of \$1,000

**Redemption:** The notes will be redeemable, in whole or in part, at the option of the Issuer, upon written notice of a minimum of 30 and a maximum of 60 calendar days, on each of the redemption dates and at the corresponding redemption prices (in each case expressed as a percentage of the principal amount) set forth in the following table, together with any accrued interest to the redemption date:

| <b>Redemption Date</b>  | <b>Redemption Price</b> |
|-------------------------|-------------------------|
| November 27, 2037 ..... | 105.00%                 |
| November 27, 2038 ..... | 104.50%                 |
| November 27, 2039 ..... | 104.00%                 |
| November 27, 2040 ..... | 103.50%                 |
| November 27, 2041 ..... | 103.00%                 |
| November 27, 2042 ..... | 102.50%                 |
| November 27, 2043 ..... | 102.00%                 |
| November 27, 2044 ..... | 101.50%                 |
| November 27, 2045 ..... | 101.00%                 |
| November 27, 2046 ..... | 100.50%                 |

**Repayment:** The notes will be repayable, in whole or in part, at the option of the holder, upon written notice of a minimum of 30 and a maximum of 60 calendar days, on each of the repayment dates and at the corresponding repayment prices (in each case expressed as a percentage of the principal amount) set forth in the following table, together with any accrued interest to the repayment date:

| <b>Redemption Date</b>  | <b>Redemption Price</b> |
|-------------------------|-------------------------|
| November 27, 2008 ..... | 97.50%                  |
| November 27, 2009 ..... | 97.50%                  |
| November 27, 2010 ..... | 97.75%                  |
| November 27, 2011 ..... | 98.00%                  |
| November 27, 2012 ..... | 98.00%                  |
| November 27, 2013 ..... | 98.25%                  |
| November 27, 2014 ..... | 98.50%                  |
| November 27, 2015 ..... | 98.50%                  |

|  |          |
|--|----------|
| November 27, 2016 .....  | 98.75%   |
| November 27, 2017 .....  | 99.00%   |
| November 27, 2018 .....  | 99.00%   |
| November 27, 2019 .....  | 99.25%   |
| November 27, 2020 .....  | 99.50%   |
| November 27, 2021 .....  | 99.50%   |
| November 27, 2022 .....  | 99.75%   |
| November 27, 2023 and each November 27 thereafter to,<br>and including, maturity ... | 100.000% |

In the event that a date in the table above is not a business day, the repayment date will be the next succeeding business day

**Business Day:** New York

**ERISA Considerations:** The Notes may not be purchased or held by any employee benefit plan or other plan or account that is subject to the Employee Retirement Income Security Act of 1974, as amended ( ERISA ) or Section 4975 of the Code (each, a plan ), or by any entity whose underlying assets include plan assets by reason of any plan s investment in the entity (a plan asset entity ), unless in each case the purchaser or holder is eligible for exemptive relief from the prohibited transaction rules of ERISA and Section 4975 of the Code under a prohibited transaction class exemption issued by the Department of Labor or another applicable statutory or administrative exemption. Each purchaser or holder of the Notes will be deemed to represent that either (1) it is not a plan or plan asset entity and is not purchasing the Notes on behalf of or with plan assets or (2) with respect to the purchase and holding, it is eligible for relief under a prohibited transaction class exemption or other applicable statutory or administrative exemption from the prohibited transaction rules of ERISA and Section 4975 of the Code.

**Underwriters:**

|                                |                 |
|--------------------------------|-----------------|
| UBS Securities LLC .....       | \$30,933,000.00 |
| Morgan Stanley & Co Inc. ....  | \$2,800,000.00  |
| JP Morgan Securities Inc. .... | \$1,700,000.00  |

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling UBS Securities LLC collect at 212-821-3884, JP Morgan Securities Inc. collect at 212-834-4533, Morgan Stanley & Co Inc. collect at 866-718-1649**