

AMERICAN INTERNATIONAL GROUP INC

Form 8-A12B

December 21, 2007

**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: x

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: o

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

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 7.70% Series A-5 Junior Subordinated Debentures contained in the Prospectus, dated July 13, 2007, under Description of Junior Subordinated Debentures AIG May Offer and in the Prospectus Supplement, dated December 11, 2007, under Description of Terms of the Series A-5 Junior Subordinated Debentures and Replacement Capital Covenant, filed with the Securities and Exchange Commission (the SEC) on December 13, 2007 under Rule 424(b)(2), pursuant to effective Registration Statements on Form S-3 (File Nos. 333-143992 and 333-106040).

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 Fifth Supplemental Indenture, dated as of December 18, 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 December 18, 2007).
 - 4.3 Form of Series A-5 Junior Subordinated Debenture (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed with the SEC on December 18, 2007).
 - 99.1 Replacement Capital Covenant, dated December 18, 2007 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on December 18, 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.

December 21, 2007

By: /s/ Robert A. Gender

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