

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
March 20, 2012

Filed Pursuant to Rule 433  
Registration No. 333-160645

**American International Group, Inc.**

**\$750,000,000**

**3.000% NOTES DUE 2015**

<b>Issuer:</b>	American International Group, Inc.
<b>Legal Format:</b>	SEC Registered
<b>Securities:</b>	3.000% Notes Due 2015
<b>Expected Ratings (Moody's / S&amp;P)*:</b>	Baa1/A- (outlook stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	March 19, 2012
<b>Settlement Date:</b>	March 22, 2012 (T + 3)
<b>Maturity Date:</b>	March 20, 2015
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	99.844% of principal amount
<b>Gross Underwriting Discount:</b>	0.250%
<b>Proceeds to Issuer Before Expenses:</b>	\$746,955,000
<b>Spread to Treasury Benchmark:</b>	245 basis points
<b>Treasury Benchmark:</b>	0.375% due March 15, 2015
<b>Treasury Benchmark Yield:</b>	0.605%
<b>Coupon:</b>	3.000%
<b>Yield to Maturity:</b>	3.055%
<b>Interest Payment Dates:</b>	Semi-annually on the 20 <sup>th</sup> of March and September, commencing September 20 <sup>th</sup> , 2012
<b>Day Count Convention:</b>	30/360
<b>Denominations:</b>	Minimum of \$2,000, with increments of \$1,000 thereafter
<b>Optional Redemption:</b>	Make-whole redemption at any time at a discount rate of US Treasury + 35 basis points
<b>CUSIP/ISIN:</b>	026874CT2 / US026874CT29
<b>Joint Book Running Managers:</b>	J.P. Morgan Securities LLC  RBS Securities Inc.  U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

Co-Managers:

ANZ Securities, Inc.

CastleOak Securities, L.P.

Drexel Hamilton, LLC

ING Financial Markets LLC

Lloyds Securities Inc.

Mizuho Securities USA Inc.

nabSecurities, LLC

Scotia Capital (USA) Inc.

SMBC Nikko Capital Markets Limited

Standard Chartered Bank

The Williams Capital Group, L.P.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time. 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 J.P. Morgan Securities LLC collect at 1-212-834-4533, RBS Securities Inc. toll-free at 1-866-884-2071, U.S. Bancorp Investments, Inc. toll-free at 1-877-558-2607 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.