

AMERICAN INTERNATIONAL GROUP INC
Form 8-A12B
November 14, 2008

**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

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

NIKKEI 225[®] Index Market Index Target-Term

NYSE Arca

Securities[®] due January 5, 2011

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

TABLE OF CONTENTS

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

Item 2. Exhibits

SIGNATURE

EX-99.B: FORM OF NOTE

INFORMATION REQUIRED IN THE 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 the terms and provisions of the NIKKEI 225[®] Index Market Index Target-Term Securities[®] due January 5, 2011 of the Company (the MITTS[®] Securities), set forth in the Pricing Supplement, dated June 28, 2007, and the Prospectus Supplement, dated October 12, 2006, and the Prospectus, dated July 24, 2006, attached hereto as Exhibit 99(A).

Item 2. Exhibits.

99 (A) Pricing Supplement, dated June 28, 2007, and the Prospectus Supplement, dated October 12, 2006, and the Prospectus, dated July 24, 2006 .

99 (B) Form of Note.

99 (C) Copy of Indenture between the Company and The Bank of New York, as trustee, dated October 12, 2006. *

The Pricing Supplement, Prospectus Supplement and Prospectus included as part of Exhibit 99 (A) are incorporated by reference from Registrant's Post Effective Amendment to its Registration Statement on Form S-3 dated July 20, 2006 and Registrant's filings pursuant to Rule 424 (b) on October 13, 2006 and on July 2, 2007.

* Exhibit 99 (C) is incorporated by reference from Exhibit 4.1 to Registrant's Post Effective Amendment to its Registration Statement on Form S-3 dated July 20, 2006.

SIGNATURE

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

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Robert A. Gender

Name: Robert A. Gender

Title: Vice President and Treasurer

Date: November 14, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

AMERICAN INTERNATIONAL GROUP, INC.

**EXHIBITS
TO
FORM 8-A DATED NOVEMBER 14, 2008**

1

INDEX TO EXHIBITS

Exhibit No.

- 99 (A) Pricing Supplement, dated June 28, 2007, and the Prospectus Supplement, dated October 12, 2006, and the Prospectus, dated July 24, 2006 * .
- 99 (B) Form of Note.
- 99 (C) Copy of Indenture between American International Group, Inc. and The Bank of New York, as trustee, dated October 12, 2006.

* The Pricing Supplement, Prospectus Supplement and Prospectus included as part of Exhibit 99 (A) are incorporated by reference from Registrant's Post Effective Amendment to its Registration Statement on Form S-3 dated July 20, 2006 and Registrant's filings pursuant to Rule 424 (b) on October 13, 2006 and on July 2, 2007.

Exhibit 99 (C) is incorporated by reference from Exhibit 4.1 to Registrant's Post Effective Amendment to its Registration Statement on Form S-3 dated July 20, 2006.