

AMERICAN INTERNATIONAL GROUP INC  
Form FWP  
May 22, 2012

Filed Pursuant to Rule 433

Registration No. 333-160645

## American International Group, Inc.

**\$750,000,000**

**4.875% NOTES DUE 2022**

<b>Issuer:</b>	American International Group, Inc.
<b>Legal Format:</b>	SEC Registered
<b>Securities:</b>	4.875% Notes Due 2022
<b>Expected Ratings (Moody's/S&amp;P)*:</b>	Baa1 (Stable) / A- (Stable)
<b>Security Type:</b>	Senior Unsecured Fixed Rate Notes
<b>Trade Date:</b>	May 21, 2012
<b>Settlement Date:</b>	May 24, 2012 (T + 3)
<b>Maturity Date:</b>	June 1, 2022
<b>Principal Amount:</b>	\$750,000,000
<b>Price to Public:</b>	99.077% of principal amount
<b>Gross Underwriting Discount:</b>	0.450%
<b>Proceeds to Issuer Before Expenses:</b>	\$739,702,500
<b>Spread to Treasury Benchmark:</b>	325 basis points
<b>Treasury Benchmark:</b>	1.750% due May 15, 2022
<b>Treasury Benchmark Yield:</b>	1.743%
<b>Coupon:</b>	4.875%
<b>Yield to Maturity:</b>	4.993%
<b>Interest Payment Dates:</b>	Semi-annually on the 1 <sup>st</sup> of June and December, commencing December 1 <sup>st</sup> , 2012 (long first coupon)
<b>Day Count Convention:</b>	30/360, unadjusted
<b>Denominations:</b>	\$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 + 50 basis points
<b>CUSIP/ISIN:</b>	026874CU9 / US026874CU91
<b>Joint Book Running Managers:</b>	Barclays Capital Inc.  BNP Paribas Securities Corp.

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Citigroup Global Markets Inc.

RBC Capital Markets, LLC

**Co-Managers:**

CastleOak Securities, L.P.  
HSBC Securities (USA) Inc.  
Mizuho Securities USA Inc.  
Nomura Securities International, Inc.  
Santander Investment Securities Inc.  
SMBC Nikko Capital Markets Limited  
Standard Chartered Bank  
The Williams Capital Group, L.P.

**Junior Co-Managers:**

ANZ Securities, Inc.  
Drexel Hamilton, LLC  
ING Financial Markets LLC  
Lloyds Securities Inc.  
nabSecurities, LLC  
Samuel A. Ramirez & Company, Inc.  
Scotia Capital (USA) Inc.

\* 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 Barclays Capital Inc. toll free at 1-888-603-5847, BNP Paribas Securities Corp. toll-free at 1-800-854-5674, Citigroup Global Markets Inc. toll-free at 1-877-858-5407 and RBC Capital Markets, LLC toll-free at 1-866-375-6829.