

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
January 25, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): January 21, 2010  
AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8787**

**13-2592361**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**70 Pine Street  
New York, New York 10270**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 770-7000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Section 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Attached as Exhibit 99.1 and incorporated by reference into this Item 5.02 is the updated Luxury Expenditure Policy of American International Group, Inc. (AIG). The updated Policy is available on AIG's website. Among other things, the Policy prohibits personal use of corporate aircraft, other than personal use by the Chief Executive Officer if the personal use is incidental to a business trip, and requires that any incremental cost incurred by AIG as a result of any such use must be reimbursed. Attached as Exhibit 10.1 and incorporated by reference into this Item 5.02 is AIG's form of reimbursement agreement, to be used to comply with FAA requirements.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 10.1 Form of Reimbursement Agreement for Use of Corporate Aircraft

Exhibit 99.1 AIG Luxury Expenditure Policy

-2-

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN INTERNATIONAL GROUP,  
INC.**  
(Registrant)

Date: January 21, 2010

By: /s/ Kathleen E. Shannon  
Name: Kathleen E. Shannon  
Title: Senior Vice President and Secretary  
-3-

---

**EXHIBIT INDEX**

| Exhibit No   | Description   |
|--------------|---|
| Exhibit 10.1 | Form of Reimbursement Agreement for Use of Corporate Aircraft |
| Exhibit 99.1 | AIG Luxury Expenditure Policy                                 |