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AMERICAN INTERNATIONAL GROUP INC  
Form S-8  
September 03, 2003

As filed with the Securities and Exchange Commission on September 3, 2003

Registration Statement No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

AMERICAN INTERNATIONAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-2592361  
(I.R.S. employer  
identification no.)

70 Pine Street, New York, New York 10270  
(Address, including zip code, of principal executive offices)

American International Group, Inc. Amended and Restated 1999 Stock Option Plan  
American International Group, Inc. Amended and Restated 1996 Employee Stock  
Purchase Plan  
(Full title of the plans)

Kathleen E. Shannon  
Senior Vice President, Secretary  
and Deputy General Counsel  
70 Pine Street  
New York, New York 10270  
(212) 770-7000

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount registr (3)
Common Stock,	35,781,250 shares	\$58.89	\$2,107,157,813	\$170,

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par value \$2.50 per share

1. This Registration Statement includes up to 5,290,625 shares of Common Stock that may be reoffered and resold by certain persons who may be deemed "affiliates" of American International Group, Inc. for purposes of the registration requirements of the Securities Act of 1933, as amended.
2. This registration statement also relates to an indeterminate number of additional shares of Common Stock that may be issued pursuant to anti-dilution and adjustment provisions of the above-referenced plans.
3. Estimated solely for purposes of calculating the registration fee. This estimate has been computed in accordance with Rule 457(c) and (h)(1) and is calculated based upon the average of the high and low sales prices of the Common Stock of American International Group, Inc. on September 2, 2003, as reported on the New York Stock Exchange Composite Tape.

INCORPORATION OF INFORMATION

Pursuant to General Instruction E to Form S-8, all the contents of Registration Statements Nos. 333-39976 and 333-48639 are hereby incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 3rd day of September, 2003.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ M.R. Greenberg

-----  
Name: M.R. Greenberg  
Title: Chairman and Chief Executive  
Officer

KNOW ALL MEN BY THESE PRESENTS: that each person whose signature appears below constitutes and appoints M. R. Greenberg, Howard I. Smith and Martin J. Sullivan, and each of them, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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SIGNATURE	TITLE	DATE
/s/ M.R. Greenberg ----- (M.R. Greenberg)	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	September 3, 2003
/s/ Howard I. Smith ----- (Howard I. Smith)	Vice Chairman, Chief Financial Officer, Chief Administrative Officer and Director (Principal Financial Officer)	September 3, 2003
/s/ Michael J. Castelli ----- (Michael J. Castelli)	Vice President and Comptroller (Principal Accounting Officer)	September 3, 2003
----- (M. Bernard Aidinoff)	Director	

SIGNATURE	TITLE	DATE
/s/ Pei-yuan Chia ----- (Pei-yuan Chia)	Director	September 3, 2003
/s/ Marshall A. Cohen ----- (Marshall A. Cohen)	Director	September 3, 2003
/s/ Barber B. Conable, Jr. ----- (Barber B. Conable, Jr.)	Director	September 3, 2003
/s/ Martin S. Feldstein ----- (Martin S. Feldstein)	Director	September 3, 2003
----- (Ellen V. Futter)	Director	
/s/ Carla A. Hills ----- (Carla A. Hills)	Director	September 3, 2003

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/s/ Frank J. Hoenemeyer ----- (Frank J. Hoenemeyer)	Director	September 3, 2003
/s/ Richard C. Holbrooke ----- (Richard C. Holbrooke)	Director	September 3, 2003
/s/ Martin J. Sullivan ----- (Martin J. Sullivan)	Director	September 3, 2003
----- (Edmund S.W. Tse)	Director	
/s/ Jay S. Wintrob ----- (Jay S. Wintrob)	Director	September 3, 2003
/s/ Frank G. Wisner ----- (Frank G. Wisner)	Director	September 3, 2003
/s/ Frank G. Zarb ----- (Frank G. Zarb)	Director	September 3, 2003

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	LOCATI -----
4.1	American International Group, Inc. Amended and Restated 1999 Stock Option Plan.....	Filed as exhibit to American Int Definitive Proxy Statement dated and incorporated herein by refer
4.2	American International Group, Inc. Amended and Restated 1996 Employee Stock Purchase Plan.....	Filed as exhibit to American Int Definitive Proxy Statement dated and incorporated herein by refer
5	Validity Opinion of Kathleen E. Shannon, Senior Vice President and Deputy General Counsel of American International Group, Inc. ....	Filed as exhibit hereto.
15	Letter re unaudited interim financial information...	None.
23.1	Consent of PricewaterhouseCoopers LLP, independent	

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	accountants for American International Group, Inc. .	Filed as exhibit hereto.
23.2	Consent of Kathleen E. Shannon, Senior Vice President and Deputy General Counsel of American International Group, Inc. ....	Included in Exhibit 5.
24	Power of Attorney.....	Included in signature pages to t