

AMERICAN INTERNATIONAL GROUP INC
Form SC 13D/A
November 20, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. ____)(1)

American International Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

026874-107
(CUSIP Number)

Howard I. Smith
Vice Chairman-Finance and Secretary
Telephone: (212) 230-5050
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 13, 2006
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 1 to the Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, dated May 26, 2006 (the "Greenberg Joint Tenancy Company 13D"), Amendment No. 3 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006 (the "Universal Foundation 13D"), Amendment No. 3 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006 (the "Greenberg Foundation 13D"), Amendment No. 5 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005 (the "Maurice R. Greenberg 13D"), Amendment No. 5 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005 (the "Edward E. Matthews 13D"), Amendment No. 7 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978 (the "Starr International 13D"), and Amendment No. 7 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978 (the "CV Starr 13D"). This Schedule 13D constitutes an amendment and restatement of the Greenberg Joint Tenancy Company 13D, the Universal Foundation 13D, the Greenberg Foundation 13D, the Maurice R. Greenberg 13D, the Edward E. Matthews 13D, the Starr International 13D and the CV Starr 13D in their entirety.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

1934, as amended (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1

SCHEDULE 13D

CUSIP No.	026874-107

	Page 2 of 25 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Maurice R. Greenberg

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (See Instructions) (b) <input type="checkbox"/>

3	SEC USE ONLY

4	SOURCE OF FUNDS (See Instructions) PF

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7 SOLE VOTING POWER
SHARES	2,902,886

BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	68,950,312

EACH	9 SOLE DISPOSITIVE POWER
REPORTING	2,902,886

PERSON	10 SHARED DISPOSITIVE POWER
WITH	68,950,312

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

71,645,916

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.8%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

2

SCHEDULE 13D

CUSIP No. 026874-107 Page 3 of 25 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Edward E. Matthews

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(See Instructions) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States of America

7 SOLE VOTING POWER
NUMBER OF 615,945
SHARES

8 SHARED VOTING POWER
BENEFICIALLY 18,667,378
OWNED BY

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER 615,945
	10	SHARED DISPOSITIVE POWER 18,667,378
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,283,323	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.7%	
14	TYPE OF REPORTING PERSON (See Instructions) IN	

3

SCHEDULE 13D

CUSIP No.	026874-107	Page	4	of	25	Pages
1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Starr International Company, Inc.					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a)	<input checked="" type="checkbox"/>	(b)	<input type="checkbox"/>	
3	SEC USE ONLY					
4	SOURCE OF FUNDS (See Instructions) WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)					

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF
SHARES

0

8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY

31,349,476

9 SOLE DISPOSITIVE POWER
EACH
REPORTING

0

10 SHARED DISPOSITIVE POWER
PERSON
WITH

31,349,476

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,349,476

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

CUSIP No. 026874-107 Page 6 of 25 Pages

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

 Universal Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
 (See Instructions) (b) |_|

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

 WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

 Panama

7 SOLE VOTING POWER
 NUMBER OF 0
 SHARES

8 SHARED VOTING POWER
 BENEFICIALLY 2,202,603
 OWNED BY

9 SOLE DISPOSITIVE POWER
 EACH 0
 REPORTING

10 SHARED DISPOSITIVE POWER
 PERSON 2,202,603
 WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

 2,202,603

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)