

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form 424B2

AMERICAN INTERNATIONAL GROUP INC
Form 424B2
March 14, 2007

PRICING SUPPLEMENT NO. MP-4
DATED MARCH 13, 2007
TO PROSPECTUS DATED JULY 24, 2006
AND PROSPECTUS SUPPLEMENT DATED OCTOBER 12, 2006

FILED PURSUANT TO RULE 424(b)(2)
REGISTRATION NO. 333-106040

AMERICAN INTERNATIONAL GROUP, INC.
FLOATING RATE MEDIUM-TERM NOTES, SERIES MP, MATCHED INVESTMENT PROGRAM,
DUE MARCH 20, 2012

Principal Amount: U.S.\$300,000,000
Agents' Discount or Commission: U.S.\$750,000
Net Proceeds to Issuer: U.S.\$299,250,000
Form: Book Entry Certificated
Specified Currency (If other than U.S. dollars): N/A
Original Issue Date: March 20, 2007
Stated Maturity: March 20, 2012
Interest Rate: 3 Month Libor + 10
CUSIP No.: 02687QBK3
Authorized Denominations (If other than U.S.\$1,000 and integral multiples of U.S.\$1,000 in excess thereof): N/A

The notes are being placed through or purchased by the Agents listed below:

Goldman Sachs &Co.	U.S.\$120,000,000	Capacity:	<input type="checkbox"/>	Ag
Greenwich Capital Markets, Inc.	U.S.\$120,000,000	Capacity:	<input type="checkbox"/>	Ag
Daiwa Securities SMBC Europe Ltd	U.S.\$ 20,010,000	Capacity:	<input type="checkbox"/>	Ag
Mitsubishi UFJ Securities International plc	U.S.\$ 19,980,000	Capacity:	<input type="checkbox"/>	Ag
Mizuho Securities (USA) Inc.	U.S.\$ 20,010,000	Capacity:	<input type="checkbox"/>	Ag

If as Agent: The notes are being offered at a fixed initial public offering price of ____% of principal amount.

If as Principal: The notes are being offered at varying prices related to prevailing market prices at the time of resale.
 The notes are being offered at a fixed initial public offering price of 100% of principal amount.

Initial Interest Rate: To be determined on March 17, 2007
Interest Reset Dates: Quarterly on each March 20, June 20, September 20 and December 20
Interest Payment Dates: Quarterly on each March 20, June 20, September 20 and December 20, commencing on June 20, 2007
Regular Record Dates: 15 calendar days prior to each Interest Payment Date
INTEREST RATE BASIS OR
 CD Rate
 CMT Rate
 CMT Moneyline 7051
 CMT Moneyline 7052

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Spread (+/-): + 10 bps
Spread Multiplier: N/A
Maximum Interest Rate: N/A
Minimum Interest Rate: N/A

Index Maturity: 3 Months

INTEREST CALCULATION:

Regular Floating Rate Note
 Floating Rate/Fixed Rate Note
 Fixed Rate Commencement Date:
 Fixed Interest Rate:
 Inverse Floating Rate Note
 Fixed Interest Rate:

One-Week A
 One-Month
 Commercial Paper R
 Eleventh District
 Rate
 Federal Funds Open
 Federal Funds Rate
 LIBOR
 LIBOR Reuters
 LIBOR Moneylin
 Prime Rate
 Treasury Rate
 Other_____

Redemption Provisions:

The notes cannot be redeemed prior to the Stated Maturity.
 The notes may be redeemed prior to the Stated Maturity.
 Initial Redemption Date:
 Initial Redemption Percentage: ____%
 Annual Redemption Percentage Reduction: ____%

Optional Repayment Provisions:

The notes cannot be repaid prior to the Stated Maturity.
 The notes can be repaid prior to the Stated Maturity at the option of
 the holder of the notes.
 Optional Repayment Date(s):

Use of Proceeds: We intend to use the net proceeds from the sale of the notes to fund the AIG Matched Investment Program, American International Group, Inc.'s principal spread-based investment activity.

Other Provisions:

Calculation Agent: The Bank of New York

We are offering notes on a continuing basis through AIG Financial Securities Corp., ABN AMRO Incorporated, Banca IMI S.p.A., Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Inc., BMO Capital Markets Corp., BNP Paribas Securities Corp., BNY Capital Markets, Inc., Calyon Securities (USA) Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Daiwa Securities America Inc., Daiwa Securities SMBC Europe Limited, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mitsubishi UFJ Securities International plc, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation, Santander Investment Securities Inc., Scotia Capital (USA) Inc., SG Americas Securities, LLC, TD Securities (USA) LLC, UBS Securities LLC, and Wachovia Capital Markets, LLC, as agents, each of which has agreed to use its best efforts to solicit offers to purchase notes. We may also accept offers to purchase notes through other agents. See "Plan of Distribution" in the accompanying prospectus supplement. To date, including the notes described by this pricing supplement, we have accepted offers to purchase \$2.7 billion aggregate principal amount (or its equivalent in one or more foreign currencies) of notes described in the accompanying prospectus supplement.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE NOTES OR DETERMINED IF THE PROSPECTUS, THE PROSPECTUS SUPPLEMENT OR THIS PRICING SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.