

AMERICAN INTERNATIONAL GROUP INC

Form S-8 POS

December 19, 2007

Table of Contents

As filed with the Securities and Exchange Commission on December 18, 2007

Registration Statement No. 333-148148

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**Post-Effective Amendment No. 1
to
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)

13-2592361
(IRS 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 2007 Stock Incentive Plan
(Full title of the plan)

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)

TABLE OF CONTENTS

SIGNATURES

EXHIBIT INDEX

EX-23.A: CONSENT OF PRICEWATERHOUSECOOPERS LLP

Table of Contents

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 is being filed solely for the purpose of amending a typographical error in Exhibit 23(a).

Table of Contents

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 Post-Effective Amendment No. 1 to the 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 18th day of December, 2007.

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Steven J. Bensinger
Name: Steven J. Bensinger
Title: Executive Vice President and Chief
Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on the 18th day of December, 2007.

| Signature | Title |
|--------------------------|--|
| /s/ Martin J. Sullivan* | President, Chief Executive Officer and Director |
| (Martin J. Sullivan) | (Principal Executive Officer) |
| /s/ Steven J. Bensinger | Executive Vice President and Chief Financial Officer |
| (Steven J. Bensinger) | (Principal Financial Officer) |
| /s/ David L. Herzog* | Senior Vice President and Comptroller |
| (David L. Herzog) | (Principal Accounting Officer) |
| /s/ Marshall A. Cohen* | Director |
| (Marshall A. Cohen) | |
| /s/ Martin S. Feldstein* | Director |
| (Martin S. Feldstein) | |
| /s/ Ellen V. Futter* | Director |
| (Ellen V. Futter) | |

Table of Contents

| Signature | Title |
|---|--------------|
| /s/ Stephen L. Hammerman* (Stephen L. Hammerman) | Director |
| /s/ Richard C. Holbrooke* (Richard C. Holbrooke) | Director |
| /s/ Fred H. Langhammer* (Fred H. Langhammer) | Director |
| /s/ George L. Miles, Jr.* (George L. Miles, Jr.) | Director |
| /s/ Morris W. Offit* (Morris W. Offit) | Director |
| /s/ James F. Orr III* (James F. Orr III) | Director |
| /s/ Virginia M. Rometty* (Virginia M. Rometty) | Director |
| /s/ Michael H. Sutton* (Michael H. Sutton) | Director |
| /s/ Edmund S.W. Tse* (Edmund S.W. Tse) | Director |
| /s/ Robert B. Willumstad* (Robert B. Willumstad) | Director |
| /s/ Frank G. Zarb* (Frank G. Zarb) | Director |

* By: /s/ Steven J. Bensinger
Name: Steven J. Bensinger

Title: Attorney-in-Fact

Table of Contents**EXHIBIT INDEX**

| Exhibit Number | Description | Location |
|----------------|--|-------------------|
| 4 | American International Group, Inc. Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| 5 | Opinion of Kathleen E. Shannon re validity | Previously filed. |
| 10 | Material contracts | |
| | (a) Form of Stock Option Award Agreement under the AIG Amended and Restated 2007 Stock Incentive Plan. | Previously filed. |
| | (b) Form of Performance RSU Award Agreement under the AIG Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| | (c) Form of Time-Vested RSU Award Agreement under the AIG Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| | (d) Form of Time-Vested RSU Award Agreement with four-year pro rata vesting under the AIG Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| | (e) Form of Time-Vested RSU Award Agreement with three-year pro rata vesting under the AIG Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| | (f) Form of Non-Employee Director Deferred Stock Units Award Agreement under the AIG Amended and Restated 2007 Stock Incentive Plan | Previously filed. |
| 15 | Letter re unaudited interim financial information | Not applicable. |

Table of Contents

| Exhibit Number | Description | Location |
|----------------|---|--|
| 23 | Consents of experts and counsel (a) PricewaterhouseCoopers LLP. (b) Kathleen E. Shannon, Esq. | Filed as exhibit hereto. Previously filed (as included in Exhibit 5). |
| 24 | Power of Attorney | Previously filed. |