

AMERICAN INTERNATIONAL GROUP INC

Form FWP

December 01, 2010

Filed Pursuant to Rule 433

Registration No. 333-160645

**American International Group, Inc.**

\$500,000,000

**3.650% NOTES DUE 2014**

|   |  |                  |
|---|--|------------------|
| <b>Issuer:</b>                                  | American International Group, Inc.   |                  |
| <b>Legal Format:</b>                            | SEC Registered   |                  |
| <b>Securities:</b>                              | 3.650% Notes Due 2014  |                  |
| <b>Expected Ratings<br/>(Moody s/S&amp;P)*:</b> | A3/A- (outlook negative)   |                  |
| <b>Security Type:</b>                           | Senior Unsecured Fixed Rate Notes  |                  |
| <b>Trade Date:</b>                              | November 30, 2010  |                  |
| <b>Settlement Date:</b>                         | December 3, 2010 (T + 3)   |                  |
| <b>Maturity Date:</b>                           | January 15, 2014   |                  |
| <b>Principal Amount:</b>                        | \$500,000,000  |                  |
| <b>Price to Public:</b>                         | 99.969% of principal amount  |                  |
| <b>Gross Underwriting Discount:</b>             | 0.250%   |                  |
| <b>Proceeds to Issuer Before<br/>Expenses:</b>  | \$498,595,000  |                  |
| <b>Spread to Treasury Benchmark:</b>            | 295 basis points   |                  |
| <b>Treasury Benchmark:</b>                      | 0.500% due November 15, 2013   |                  |
| <b>Treasury Benchmark Yield:</b>                | 0.709%   |                  |
| <b>Coupon:</b>                                  | 3.650%   |                  |
| <b>Yield to Maturity:</b>                       | 3.659%   |                  |
| <b>Interest Payment Dates:</b>                  | Semi-annually on the 15 <sup>th</sup> of January and July, commencing July 15 <sup>th</sup> , 2011 |                  |
| <b>Optional Redemption:</b>                     | Make-whole redemption at any time at a discount rate of US Treasury + 50<br>bps                    |                  |
| <b>CUSIP; ISIN:</b>                             | 026874BV8; US026874BV83  |                  |
| <b>Book-Running Managers:</b>                   | BofA Merrill Lynch<br>Barclays Capital<br>Citi<br>Morgan Stanley                                   |                  |
| <b>Co-Managers:</b>                             | <b>Senior</b>  | <b>Junior</b>    |
|   | Nomura   | Blaylock         |
|   | RBC  | Castle Oak       |
|   | Scotia   | Kaufman Brothers |
|   | SMBC   | Leventhal        |
|   | Standard Chartered   | MR Beal          |
|   | Wells Fargo  | Toussaint        |

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time

The issuer has filed a registration statement, including a prospectus, with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer,

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any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. toll-free at 1-877-858-5407, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322, or Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649.