

Herzog David L
 Form 3/A
 February 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Herzog David L		(Month/Day/Year)	AMERICAN INTERNATIONAL GROUP INC [(AIG)]	
(Last)	(First)	(Middle)	06/20/2005	
AMERICAN INTERNATIONAL GROUP, INC., Â 70 PINE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	06/29/2005
NEW YORK, Â NY Â 10270			___ Director ___ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer ___ Other (specify below)	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Senior VP & Comptroller	___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,787	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	08/29/2001 ⁽¹⁾	03/02/2010	Common Stock	23,159	\$ 44.5	D	Â
Employee Stock Option (Right to Buy)	08/29/2001 ⁽¹⁾	01/17/2011	Common Stock	28,949	\$ 65.77	D	Â
Employee Stock Option (Right to Buy)	01/17/2006 ⁽²⁾	01/17/2012	Common Stock	28,946	\$ 79.61	D	Â
Employee Stock Option (Right to Buy)	12/16/2006 ⁽²⁾	12/16/2012	Common Stock	8,000	\$ 61.3	D	Â
Employee Stock Option (Right to Buy)	02/10/2007 ⁽²⁾	02/10/2013	Common Stock	8,000	\$ 47	D	Â
Employee Stock Option (Right to Buy)	12/17/2007 ⁽²⁾	12/17/2013	Common Stock	8,000	\$ 63.95	D	Â
Employee Stock Option (Right to Buy)	12/16/2008 ⁽²⁾	12/16/2014	Common Stock	15,000	\$ 64.47	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Herzog David L AMERICAN INTERNATIONAL GROUP, INC. 70 PINE STREET NEW YORK, NY 10270	Â	Â	Â Senior VP & Comptroller	Â

Signatures

/s/ Herzog,
David L. 02/13/2006

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These options were granted under American General Corporation's employee stock option plans. Upon the acquisition of American General Corporation by American International Group, Inc. on August 29, 2001, all options granted under American General Corporation's employee stock option plans became vested and exercisable.

(1) These options were granted under the American International Group, Inc. Amended and Restated 1999 Stock Option Plan. Pursuant to the terms of the plan, 25% of the option becomes exercisable on the anniversary date of the grant in each of the four years following the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.