

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
May 13, 2010

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 12, 2010**

**AMERICAN INTERNATIONAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-8787**

**13-2592361**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**70 Pine Street  
New York, New York 10270**

(Address of principal executive  
offices)

Registrant's telephone number, including area code: **(212) 770-7000**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 12, 2010, American International Group, Inc. (AIG) held its Annual Meeting of Shareholders at which the shareholders voted upon (i) the election of eleven nominees as directors by the holders of AIG's common stock, par value \$2.50 per share (AIG Common Stock), and the Series C Perpetual, Convertible, Participating Preferred Stock, par value \$5.00 per share (AIG Series C Preferred Stock), voting together as a single class, for a one-year term; (ii) the election of two nominees as directors by the holder of the Series E Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share, and the Series F Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$5.00 per share, for a one-year term; (iii) a non-binding shareholder resolution to approve executive compensation; (iv) a proposal to approve the American International Group, Inc. 2010 Stock Incentive Plan; (v) the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2010; (vi) a shareholder proposal relating to cumulative voting; (vii) a shareholder proposal relating to executive compensation retention upon termination of employment; and (viii) a shareholder proposal relating to a shareholder advisory resolution to ratify AIG's political spending program.

The shareholders elected all thirteen director nominees, approved the non-binding shareholder resolution to approve executive compensation, approved the American International Group, Inc. 2010 Stock Incentive Plan, and approved the ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2010. The shareholder proposals did not receive the approval of a majority of the voting power of the outstanding shares of AIG Common Stock and AIG Series C Preferred Stock, voting together as a single class, and, as a result, were not approved. The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each matter voted upon, as applicable, are set forth below.

|   | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Abstained</b> | <b>Broker Non-Vote</b> |
|---|------------------|-----------------------|------------------|------------------------|
| Robert H. Benmosche   | 567,340,344      | 623,986               | 439,481          | 39,517,656             |
| Harvey Golub  | 562,156,995      | 5,735,157             | 511,659          | 39,517,656             |
| Laurette T. Koellner  | 562,220,396      | 5,667,016             | 516,399          | 39,517,656             |
| Christopher S. Lynch  | 567,225,717      | 652,325               | 525,769          | 39,517,656             |
| Arthur C. Martinez  | 561,857,049      | 6,015,133             | 531,629          | 39,517,656             |
| George L. Miles, Jr.  | 563,720,202      | 4,155,733             | 527,876          | 39,517,656             |
| Henry S. Miller   | 567,209,335      | 668,955               | 525,521          | 39,517,656             |
| Robert S. Miller  | 567,020,724      | 859,724               | 523,345          | 39,517,656             |
| Suzanne Nora Johnson  | 562,165,219      | 5,713,166             | 525,426          | 39,517,656             |
| Morris W. Offit   | 566,071,845      | 1,811,228             | 520,738          | 39,517,656             |
| Douglas M. Steenland  | 567,040,374      | 839,140               | 524,297          | 39,517,656             |
| Donald H. Layton  | *                | *                     | *                | *                      |
| Ronald A. Rittenmeyer   | *                | *                     | *                | *                      |
| Non-binding shareholder resolution to approve executive compensation  | 594,292,296      | 12,472,086            | 1,157,085        | **                     |
| Proposal to approve the American International Group, Inc. 2010 Stock Incentive Plan  | 555,366,838      | 12,557,940            | 479,033          | 39,517,656             |
| Ratification of the appointment of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2010 | 605,531,573      | 1,738,775             | 651,119          | **                     |
| Shareholder proposal relating to cumulative voting  | 7,355,489        | 560,432,827           | 615,495          | 39,517,656             |
| Shareholder proposal relating to executive compensation retention upon termination of   | 6,117,562        | 561,550,340           | 735,909          | 39,517,656             |

employment

Shareholder proposal relating to a  
shareholder advisory resolution to ratify  
AIG's political spending program

|           |             |           |            |
|-----------|-------------|-----------|------------|
| 2,880,277 | 562,913,535 | 2,609,999 | 39,517,656 |
|-----------|-------------|-----------|------------|

\* All shares were  
voted for the  
election of  
nominee.

\*\* Not applicable.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN INTERNATIONAL GROUP,  
INC.**

(Registrant)

Date: May 13, 2010

By: /s/ Kathleen E. Shannon

Name: Kathleen E. Shannon

Title: Senior Vice President and Secretary