

AMERICAN INTERNATIONAL GROUP INC  
Form 8-K  
February 12, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): February 5, 2009  
AMERICAN INTERNATIONAL GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)  
Delaware  
(State or Other Jurisdiction of Incorporation)**

**1-8787**

(Commission File Number)

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

(Address of Principal Executive Offices)

**(212) 770-7000**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 8.01. Other Events.**

On November 4, 2008, a purported class action (the Action) captioned Wilma Walker v. American International Group, Inc., CA No. 4142-CC was filed in the Court of Chancery of the State of Delaware (the Court). Plaintiffs in the Action alleged violations of Delaware General Corporation Law Section 242(b)(2) and breaches of fiduciary duty in connection with the Series C Preferred Stock to be issued by American International Group, Inc. ( AIG ) to a trust created for the benefit of the United States Treasury, pursuant to a credit agreement with the Federal Reserve Bank of New York entered into on September 22, 2008. On February 5, 2009, the Court approved a Stipulation and Order of Dismissal entered into by the parties in connection with the Action. The Stipulation and Order of Dismissal requires that notice of such should be given to shareholders of AIG in the form of this Current Report on Form 8-K. The Stipulation and Order of Dismissal is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Stipulation and Order of Dismissal

SIGNATURE

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 thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP,  
INC.

By: /s/ KATHLEEN E. SHANNON  
Kathleen E. Shannon  
Senior Vice President and Secretary

Dated: February 12, 2009

EXHIBIT INDEX

**Exhibit  
Number**

**Description**

99.1 Stipulation and Order of Dismissal

4