

AMERICAN INTERNATIONAL GROUP INC
Form SC 13D/A
March 10, 2006

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. ____)(1)

American International Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

026874-107
(CUSIP Number)

Howard I. Smith
Vice Chairman-Finance and Secretary
70 Pine Street
New York City, NY 10270
Telephone: (212) 230-5050
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 7, 2006
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 13d-1(f) or 240.13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 1 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006 (the "Universal Foundation 13D"), Amendment No. 1 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006 (the "Greenberg Foundation 13D"), Amendment No. 3 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005 (the "Maurice R. Greenberg 13D"), Amendment No. 3 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005 (the "Edward E. Matthews 13D"), Amendment No. 5 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978 (the "Starr International 13D"), and Amendment No. 5 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978 (the "CV Starr 13D"). This Schedule 13D constitutes an amendment and restatement of the Universal Foundation 13D, the Greenberg Foundation 13D, the Maurice R. Greenberg 13D, the Edward E. Matthews 13D, the Starr International 13D and the CV Starr 13D in their entirety.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of

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that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 026874-107

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 1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Maurice R. Greenberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (See Instructions)

(a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

| | | |
|-----------|---|-------------------|
| | 7 | SOLE VOTING POWER |
| NUMBER OF | | |
| SHARES | | 2,902,938 |

| | | |
|--------------|---|---------------------|
| | 8 | SHARED VOTING POWER |
| BENEFICIALLY | | |
| OWNED BY | | 80,948,183 |

| | | |
|-----------|---|------------------------|
| | 9 | SOLE DISPOSITIVE POWER |
| EACH | | |
| REPORTING | | 2,902,938 |

| | | |
|--------|----|--------------------------|
| | 10 | SHARED DISPOSITIVE POWER |
| PERSON | | |
| WITH | | 80,948,183 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

83,851,121

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12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.2%

14 TYPE OF REPORTING PERSON (See Instructions)

IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Edward E. Matthews

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF
SHARES

7 SOLE VOTING POWER
751,320

BENEFICIALLY
OWNED BY

8 SHARED VOTING POWER
18,667,178

EACH

9 SOLE DISPOSITIVE POWER

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751,320
REPORTING

10 SHARED DISPOSITIVE POWER
PERSON
18,667,178
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,418,498

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

SCHEDULE 13D

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Starr International Company, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Panama

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| | | | |
|-----------------------------|-----------------------------------------------------------------------------------------|--------------------------|-----|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | |
| | | 308,905,397 | |
| BENEFICIALLY OWNED BY | 8 | SHARED VOTING POWER | |
| | | 2,593,899 | |
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | |
| | | 308,905,397 | |
| WITH | 10 | SHARED DISPOSITIVE POWER | |
| | | 2,593,899 | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 311,499,296 | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | | [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 12.0% | | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | | |
| | CO | | |

SCHEDULE 13D

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| | | |
|---|-------------------------------------------------------------------------------|--------------------|
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON | |
| | C. V. Starr & Co., Inc. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | (a) [X] (b) [] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) | |

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WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES 0

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY 42,337,246

9 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

10 SHARED DISPOSITIVE POWER
PERSON WITH 42,337,246

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
42,337,246

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES (See Instructions) [X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.6%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Universal Foundation, Inc.

| | | |
|------------------------------|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS (See Instructions) WK | |
| ----- | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) | [] |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Panama | |
| ----- | | |
| NUMBER OF SHARES | 7 SOLE VOTING POWER 0 | |
| ----- | | |
| BENEFICIALLY OWNED BY | 8 SHARED VOTING POWER 2,593,899 | |
| ----- | | |
| EACH REPORTING | 9 SOLE DISPOSITIVE POWER 0 | |
| ----- | | |
| PERSON WITH | 10 SHARED DISPOSITIVE POWER 2,593,899 | |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,593,899 | |
| ----- | | |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) | [] |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1% | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON (See Instructions) | |

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CO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

The Maurice R. and Corinne P. Greenberg Family Foundation, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

WK

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER
NUMBER OF
SHARES

0

8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY

381,507

9 SOLE DISPOSITIVE POWER
EACH
REPORTING

0

10 SHARED DISPOSITIVE POWER
PERSON
WITH

381,507

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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381,507

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)