

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form SC 13D/A

AMERICAN INTERNATIONAL GROUP INC  
Form SC 13D/A  
May 26, 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  
Telephone: (212) 230-5050  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 26, 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 sections 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 an initial Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, Amendment No. 2 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006 (the "Universal Foundation 13D"), Amendment No. 2 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. 4 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005 (the "Maurice R. Greenberg 13D"), Amendment No. 4 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005 (the "Edward E. Matthews 13D"), Amendment No. 6 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978 (the "Starr International 13D"), and Amendment No. 6 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

|  |  |  |
|--|--|--|
| CUSIP No.  | 026874-107   | Page 2 of 24 Pages                         |
| 1  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br><br>Maurice R. Greenberg                                      |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)<br>(a) <input checked="" type="checkbox"/><br>(b) <input type="checkbox"/> |  |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS (See Instructions)<br><br>PF   |  |
| 5  | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States of America   |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7  | SOLE VOTING POWER<br><br>2,902,886         |
|  | 8  | SHARED VOTING POWER<br><br>79,888,082      |
|  | 9  | SOLE DISPOSITIVE POWER<br><br>2,902,886    |
|  | 10   | SHARED DISPOSITIVE POWER<br><br>79,888,082 |
| 11   | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>82,790,968   |  |
| 12   | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) <span style="float: right;">[X]</span>                    |  |

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

3.2%

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14 TYPE OF REPORTING PERSON (See Instructions)

IN

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SCHEDULE 13D

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CUSIP No. 026874-107

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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)    
(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  
729,320

---

BENEFICIALLY  
OWNED BY

8 SHARED VOTING POWER  
18,667,378

---

EACH  
REPORTING

9 SOLE DISPOSITIVE POWER  
729,320

---

PERSON  
WITH

10 SHARED DISPOSITIVE POWER  
18,667,378

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|    |  |
|----|--|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
|    | 19,396,698   |

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|    |  |
|----|--|
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br>(See Instructions) <span style="float: right;">[X]</span> |
|----|--|

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

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|    |   |
|----|---|
| 14 | TYPE OF REPORTING PERSON (See Instructions) |
|    | IN  |

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SCHEDULE 13D

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|           |            |                    |
|-----------|------------|--------------------|
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|-----------|------------|--------------------|

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|   |   |
|---|---|
| 1 | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON |
|   | Starr International Company, Inc.   |

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|   |   |
|---|---|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) |
|   | (a) [X]<br>(b) [ ]  |

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|   |              |
|---|--------------|
| 3 | SEC USE ONLY |
|---|--------------|

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|   |                                    |
|---|------------------------------------|
| 4 | SOURCE OF FUNDS (See Instructions) |
|   | WC                                 |

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|   |  |
|---|--|
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>ITEMS 2(d) or 2(e) |
|---|--|

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|   |                                      |
|---|--------------------------------------|
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
|   | Panama                               |

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|                     |                     |
|---------------------|---------------------|
| 7                   | SOLE VOTING POWER   |
| NUMBER OF<br>SHARES | 307,911,552         |
| 8                   | SHARED VOTING POWER |

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BENEFICIALLY

2,202,603

OWNED BY

9

SOLE DISPOSITIVE POWER

EACH

307,911,552

REPORTING

10

SHARED DISPOSITIVE POWER

PERSON

2,202,603

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

310,114,155

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

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

11.9%

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)

WC

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

---

|              |            |                          |
|--------------|------------|--------------------------|
| NUMBER OF    | 7          | SOLE VOTING POWER        |
| SHARES       | 0          |                          |
| BENEFICIALLY | 8          | SHARED VOTING POWER      |
| OWNED BY     | 41,277,246 |                          |
| EACH         | 9          | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0          |                          |
| PERSON       | 10         | SHARED DISPOSITIVE POWER |
| WITH         | 41,277,246 |                          |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
41,277,246

---

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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SCHEDULE 13D

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Universal Foundation, Inc.

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

---

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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 | 7 | SOLE VOTING POWER |
| SHARES    | 0 |                   |

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|              |           |                     |
|--------------|-----------|---------------------|
| BENEFICIALLY | 8         | SHARED VOTING POWER |
| OWNED BY     | 2,202,603 |                     |

---

|           |   |                        |
|-----------|---|------------------------|
| EACH      | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | 0 |                        |

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|        |           |                          |
|--------|-----------|--------------------------|
| PERSON | 10        | SHARED DISPOSITIVE POWER |
| WITH   | 2,202,603 |                          |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,202,603

---

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

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