

Edgar Filing: AMERICAN INTERNATIONAL GROUP INC - Form 424B2

AMERICAN INTERNATIONAL GROUP INC  
Form 424B2  
March 14, 2007

PRICING SUPPLEMENT NO. MP-4  
DATED MARCH 13, 2007  
TO PROSPECTUS DATED JULY 24, 2006  
AND PROSPECTUS SUPPLEMENT DATED OCTOBER 12, 2006

FILED PURSUANT TO RULE 424(b)(2)  
REGISTRATION NO. 333-106040

AMERICAN INTERNATIONAL GROUP, INC.  
FLOATING RATE MEDIUM-TERM NOTES, SERIES MP, MATCHED INVESTMENT PROGRAM,  
DUE MARCH 20, 2012

Principal Amount: U.S.\$300,000,000  
Agents' Discount or Commission: U.S.\$750,000  
Net Proceeds to Issuer: U.S.\$299,250,000  
Form:  Book Entry  Certificated  
Specified Currency (If other than U.S. dollars): N/A  
Original Issue Date: March 20, 2007  
Stated Maturity: March 20, 2012  
Interest Rate: 3 Month Libor + 10  
CUSIP No.: 02687QBK3  
Authorized Denominations (If other than U.S.\$1,000 and integral multiples of U.S.\$1,000 in excess thereof): N/A

The notes are being placed through or purchased by the Agents listed below:

Goldman Sachs &Co.	U.S.\$120,000,000	Capacity:	<input type="checkbox"/>	Ag
Greenwich Capital Markets, Inc.	U.S.\$120,000,000	Capacity:	<input type="checkbox"/>	Ag
Daiwa Securities SMBC Europe Ltd	U.S.\$ 20,010,000	Capacity:	<input type="checkbox"/>	Ag
Mitsubishi UFJ Securities International plc	U.S.\$ 19,980,000	Capacity:	<input type="checkbox"/>	Ag
Mizuho Securities (USA) Inc.	U.S.\$ 20,010,000	Capacity:	<input type="checkbox"/>	Ag

If as Agent: The notes are being offered at a fixed initial public offering price of \_\_\_\_% of principal amount.

If as Principal:  The notes are being offered at varying prices related to prevailing market prices at the time of resale.  
 The notes are being offered at a fixed initial public offering price of 100% of principal amount.

Initial Interest Rate: To be determined on March 17, 2007  
Interest Reset Dates: Quarterly on each March 20, June 20, September 20 and December 20  
Interest Payment Dates: Quarterly on each March 20, June 20, September 20 and December 20, commencing on June 20, 2007  
Regular Record Dates: 15 calendar days prior to each Interest Payment Date  
INTEREST RATE BASIS OR  
 CD Rate  
 CMT Rate  
 CMT Moneyline 7051  
 CMT Moneyline 7052

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Spread (+/-): + 10 bps  
Spread Multiplier: N/A  
Maximum Interest Rate: N/A  
Minimum Interest Rate: N/A

Index Maturity: 3 Months

INTEREST CALCULATION:

Regular Floating Rate Note  
 Floating Rate/Fixed Rate Note  
    Fixed Rate Commencement Date:  
    Fixed Interest Rate:  
 Inverse Floating Rate Note  
    Fixed Interest Rate:

One-Week A  
 One-Month  
 Commercial Paper R  
 Eleventh District  
    Rate  
 Federal Funds Open  
 Federal Funds Rate  
 LIBOR  
     LIBOR Reuters  
     LIBOR Moneylin  
 Prime Rate  
 Treasury Rate  
 Other\_\_\_\_\_

Redemption Provisions:

The notes cannot be redeemed prior to the Stated Maturity.  
 The notes may be redeemed prior to the Stated Maturity.  
    Initial Redemption Date:  
    Initial Redemption Percentage: \_\_\_\_%  
    Annual Redemption Percentage Reduction: \_\_\_\_%

Optional Repayment Provisions:

The notes cannot be repaid prior to the Stated Maturity.  
 The notes can be repaid prior to the Stated Maturity at the option of  
    the holder of the notes.  
    Optional Repayment Date(s):

Use of Proceeds: We intend to use the net proceeds from the sale of the notes to  
    fund the AIG Matched Investment Program, American  
    International Group, Inc.'s principal spread-based investment  
    activity.

Other Provisions:

Calculation Agent: The Bank of New York

We are offering notes on a continuing basis through AIG Financial Securities Corp., ABN AMRO Incorporated, Banca IMI S.p.A., Banc of America Securities LLC, Barclays Capital Inc., Bear, Stearns & Co. Inc., BMO Capital Markets Corp., BNP Paribas Securities Corp., BNY Capital Markets, Inc., Calyon Securities (USA) Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Daiwa Securities America Inc., Daiwa Securities SMBC Europe Limited, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., HSBC Securities (USA) Inc., J.P. Morgan Securities Inc., Lehman Brothers Inc., McDonald Investments Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mitsubishi UFJ Securities International plc, Morgan Stanley & Co. Incorporated, RBC Capital Markets Corporation, Santander Investment Securities Inc., Scotia Capital (USA) Inc., SG Americas Securities, LLC, TD Securities (USA) LLC, UBS Securities LLC, and Wachovia Capital Markets, LLC, as agents, each of which has agreed to use its best efforts to solicit offers to purchase notes. We may also accept offers to purchase notes through other agents. See "Plan of Distribution" in the accompanying prospectus supplement. To date, including the notes described by this pricing supplement, we have accepted offers to purchase \$2.7 billion aggregate principal amount (or its equivalent in one or more foreign currencies) of notes described in the accompanying prospectus supplement.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE NOTES OR DETERMINED IF THE PROSPECTUS, THE PROSPECTUS SUPPLEMENT OR THIS PRICING SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.