

Final Terms dated 24 April 2009

AMERICAN INTERNATIONAL GROUP, INC.

Issue of JPY 25,000,000,000 Fixed Rate Notes due August 2010 (the **Notes**)
under the U.S.\$31,500,000,000 Euro Medium Term Note Programme of American
International Group, Inc.
AIGFP Position No.: 874019 (Swap)

This document constitutes the Final Terms relating to the issue of Notes described herein.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 24 March 2006 and the supplemental Prospectus dated 12 April 2006, 9 March 2007, 2 April 2007, and 12 August 2008 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus [as so supplemented]. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus is available for viewing at and copies may be obtained from, the offices of the Irish Stock Exchange (28 Anglesea Street, Dublin 2).

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| 1. | (i) Series Number: | 14 |
| | (ii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | Japanese Yen (JPY) |
| 3. | Aggregate Nominal Amount of Notes admitted to trading: | JPY 25,000,000,000 |
| | (i) Series: | JPY 25,000,000,000 |
| | (ii) Tranche: | JPY 25,000,000,000 |
| 4. | Issue Price: | 105.321 per cent. of the Aggregate Nominal Amount |
| 5. | Specified Denominations: | JPY 1,000,000,000 |
| 6. | (i) Issue Date: | 29 November 2006 |
| | (ii) Interest Commencement Date: | 30 November 2006 |
| 7. | Maturity Date: | 16 August 2010 |
| 8. | Exercise Date/Final Reference Date: | Not Applicable |

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| 9. Interest Basis: | 2.50% Fixed Rate (further particulars specified below) |
| 10. Redemption/Payment Basis: | Redemption at par |
| 11. Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. Put/Call Options: | Not Applicable |
| 13. (i) Status of the Notes: | Senior |
| (ii) Date Board approval for issuance of Notes obtained: | 21 September 2005 |
| 14. Method of distribution: | Non-syndicated |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 15. Fixed Rate Note Provisions | Applicable |
| (i) Rate(s) of Interest: | 2.50 per cent. per annum payable semi-annually in arrear. |
| (ii) Interest Payment Date(s): | 14 February 2007, 14 August 2007, 14 February 2008, 14 August 2008, 13 February 2009, 14 August 2009, 16 February 2010 and 16 August 2010, adjusted for payment purposes only in accordance with the Preceding Business Day Convention. |
| (iii) Fixed Coupon Amount(s): | JPY 12,500,000 per JPY 1,000,000,000 in Nominal Amount |
| (iv) Broken Amount(s): | Not Applicable |
| (v) Day Count Fraction (Condition 5(j)): | Not Applicable |
| (vi) Determination Dates (Condition 5(j)): | Not Applicable |
| (vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: | Each Interest Accrual Period shall be unadjusted with respect to the accrual of interest. |
| 16. Floating Rate Note Provisions | Not Applicable |
| 17. Zero Coupon Note Provisions | Not Applicable |
| 18. Index-Linked Interest Note/other variable-linked interest Note Provisions | Not Applicable |

19. **Dual Currency Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

20. **Call Option** Not Applicable

21. **Put Option** Not Applicable

22. **Final Redemption Amount of each Note** JPY 1,000,000,000 per Note of JPY 1,000,000,000 specified denomination

In cases where the Final Redemption Amount is Index-Linked or other variable-linked:

(i) Index/Formula/variable: Not Applicable

(ii) Calculation Agent responsible for calculating the Final Redemption Amount:

(iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:

(iv) Determination Date(s):

(v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:

(vi) Maturity Date:

(vii) Minimum Final Redemption Amount:

(viii) Maximum Final Redemption Amount:

23. Early Redemption Amount

Early Redemption Amount(s) of As per the Conditions.

each Note payable on redemption for taxation reasons (Condition 6(c)) or on Event of Default (Condition 10) or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):

Redemption for taxation reasons permitted on days other than Interest Payment Dates(Condition 6(c)): Yes

Unmatured Coupons to become void upon early redemption (Condition 7(f)): Yes

GENERAL PROVISIONS APPLICABLE TO THE NOTES

24. Form of Notes: Bearer Notes
- (i) Temporary or Permanent Global Note: Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.
- (ii) Whether TEFRA D rules applicable or TEFRA D not applicable: TEFRA D
25. Financial Centre(s) (Condition 7(h)) or other special provisions relating to payment dates: Tokyo, New York and London
26. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
27. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable

28. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:
- (i) Instalment Amount(s): Not Applicable
 - (ii) Instalment Date(s): Not Applicable
 - (iii) Minimum Instalment Amount: Not Applicable
 - (iv) Maximum Instalment Amount: Not Applicable
29. Redenomination, renominatisation and reconventioning provisions: Not Applicable
30. Consolidation provisions: Not Applicable
31. Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 12(a): Not Applicable
32. The aggregate principal amount of Notes issued has been translated into [U.S. dollars] at the rate of 117.48, producing a sum of (for Notes not denominated in U.S. dollars): U.S.\$ 212,800,000
33. Other final terms: Not Applicable
- DISTRIBUTION**
34. (i) If syndicated, names and addresses of Managers and underwriting commitments: Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
 - (iii) Stabilising Manager(s) (if any): Not Applicable
35. If non-syndicated, names and addresses of Dealer and underwriting commitment: Goldman Sachs International
Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom
36. Additional selling restrictions: The Notes have not been and will not be registered

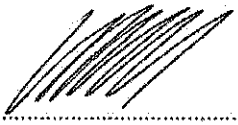
under the Securities and Exchange Law of Japan (the "Securities and Exchange Law"), and the Dealer has agreed that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws and regulations of Japan. The purchaser of the Notes in Japan in purchasing the Notes hereby acknowledges and agrees that no disclosure relating to the Notes has been or will be made under the Securities and Exchange Law and also agrees that the Notes may not be sold or transferred, directly or indirectly, to or for the account of any resident of Japan except in the case where all the Notes held by the purchaser are sold or transferred to one person in whole but not in part.

37. Terms and conditions of the offer Not Applicable

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1. RISK FACTORS

Additional product specific risk factors which are not covered under "Risk Factors" in the Prospectus: Not Applicable

2. LISTING

- (i) Listing: Irish Stock Exchange
- (ii) Admission to trading: Application has been made for the Notes to be admitted to trading on the Irish Stock Exchange with effect from 23 April 2009.
- (iii) Estimate of total expenses related to admission to trading: EUR 500

3. RATINGS

Ratings: The Notes to be issued have been rated:
S & P: AA
Moody's: Aa2

4. NOTIFICATION

Not Applicable

5. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

6. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: To fund the AIG Matched Investment Program, the Issuer's principal spread-based investment activity.
- (ii) Estimated net proceeds: USD 212,800,000
- (iii) Estimated total expenses: Not Applicable
- (iv) Post-issuance information: Not Applicable

7. HISTORIC INTEREST RATES

Details of historic rates can be obtained from: Not Applicable

8. PERFORMANCE OF INDEX/FORMULA/other variable and other information concerning the underlying

Not Applicable

9. PERFORMANCE OF RATES OF EXCHANGE

Not Applicable

10. OPERATIONAL INFORMATION

ISIN Code: XS0276857652

Common Code: 027685765

Any clearing system(s) other than Euroclear Bank S.A./N.V. as operator of the Euroclear System and Clearstream Banking société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable