

AMERICAN INTERNATIONAL GROUP INC

Form FWP

November 30, 2006

Filed Pursuant to Rule 433  
Registration No. 333-106040  
November 28, 2006

**AMERICAN INTERNATIONAL GROUP, INC.  
Floating Rate LIBOR Notes due December 5, 2046**

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| <b>Issuer:</b>                                      | American International Group, Inc.                                   |
| <b>Security:</b>                                    | Floating Rate Notes due December 5, 2046 (Series AIG-FP)             |
| <b>Cusip:</b>                                       | 02687QBG2  |
| <b>Ratings:</b>                                     | Aa2/AA/AA (Stable/Stable/Stable)                                     |
| <b>Note Type:</b>                                   | Senior unsecured, SEC registered                                     |
| <b>Trade Date:</b>                                  | November 28, 2006  |
| <b>Settlement Date (T+5):</b>                       | December 5, 2006   |
| <b>Maturity Date:</b>                               | December 5, 2046   |
| <b>Aggregate Principal Amount Offered:</b>          | \$28,050,000.00  |
| <b>Price to Public (Issue Price):</b>               | 100.00%  |
| <b>Gross Fees:</b>                                  | 1.00%  |
| <b>All-in Price (Net of Underwriting Discount):</b> | 99.00%   |
| <b>Net Proceeds:</b>                                | \$27,769,500.00  |
| <b>Benchmark:</b>                                   | Three-month LIBOR  |
| <b>Spread to Benchmark:</b>                         | minus 25 basis points  |
| <b>Interest Rate:</b>                               | LIBOR 0.25%  |
| <b>Index Maturity:</b>                              | Three months   |
| <b>Interest Reset Period:</b>                       | Quarterly  |
| <b>Interest Determination Dates:</b>                | 2 London business days preceding each applicable Interest Reset Date |

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**Interest Payment / Reset Dates:** March 5, June 5, September 5 and December 5, commencing on March 5, 2007

**Day Count:** Actual/360

**Form:** DTC, Book-entry

**Initial Interest Rate:** LIBOR Telerate 0.25%, LIBOR will be determined as of 11:00am on December 1, 2006

**Denominations:** Minimum of \$1,000 with increments of \$1,000 thereafter; each owner of a beneficial interest in a Note will be required to hold such beneficial interest in a minimum principal amount of \$1,000

**Redemption:** The notes will be redeemable, in whole or in part, at the option of the Issuer, upon written notice of a minimum of 30 and a maximum of 60 calendar days, on each of the redemption dates and at the corresponding redemption prices (in each case expressed as a percentage of the principal amount) set forth in the following table, together with any accrued interest to the redemption date:

| Redemption Date  | Redemption Price |
|------------------|------------------|
| December 5, 2036 | 105.00%          |
| December 5, 2037 | 104.50%          |
| December 5, 2038 | 104.00%          |
| December 5, 2039 | 103.50%          |
| December 5, 2040 | 103.00%          |
| December 5, 2041 | 102.50%          |
| December 5, 2042 | 102.00%          |
| December 5, 2043 | 101.50%          |
| December 5, 2044 | 101.00%          |
| December 5, 2045 | 100.50%          |

**Repayment:** The notes will be repayable, in whole or in part, at the option of the holder, upon written notice of a minimum of 30 and a maximum of 60 calendar days, on each of the repayment dates and at the corresponding repayment prices (in each case expressed as a percentage of the principal amount) set forth in the following table, together with any accrued interest to the repayment date:

| Repayment Date   | Repayment Price |
|------------------|-----------------|
| December 5, 2009 | 97.500%         |
| December 5, 2010 | 97.625%         |
| December 5, 2011 | 97.750%         |
| December 5, 2012 | 97.875%         |
| December 5, 2013 | 98.000%         |

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|                  |          |
|------------------|----------|
| December 5, 2014 | 98.125%  |
| December 5, 2015 | 98.2500% |
| December 5, 2016 | 98.375%  |

| Repayment Date  | Repayment Price |
|---|-----------------|
| December 5, 2017  | 98.500%         |
| December 5, 2018  | 98.625%         |
| December 5, 2019  | 98.750%         |
| December 5, 2020  | 98.875%         |
| December 5, 2021  | 99.000%         |
| December 5, 2022  | 99.125%         |
| December 5, 2023  | 99.250%         |
| December 5, 2024  | 99.375%         |
| December 5, 2025  | 99.500%         |
| December 5, 2026  | 99.625%         |
| December 5, 2027  | 99.750%         |
| December 5, 2028  | 99.875%         |
| December 5, 2029  | 100.00%         |
| And each December 5 <sup>th</sup> thereafter to, and including maturity | 100.00%         |

In the event that a date in the table above is not a business day, the repayment date will be the next succeeding business day.

**Underwriters:**

Banc of America Securities LLC  
Citigroup Global Markets Inc.

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**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-294-1322 or 1-877-858-5407. You may also e-mail a request to [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com)**

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