

AMERICAN INTERNATIONAL GROUP INC

Form FWP

October 16, 2006

Filed Pursuant to Rule 433  
Dated October 13, 2006  
Registration No. 333-106040

**American International Group, Inc.**  
**5.60% Medium-Term Notes, Series G, Due October 18, 2016**  
**Term Sheet**

Issuer: American International Group, Inc.  
Ratings: Aa2(Moody s)(stable)/AA(Standard & Poor s)(negative)/AA(Fitch)(stable)  
Type: Senior Unsecured  
Principal Amount: \$750,000,000  
Use of Proceeds: General Corporate Purposes  
Trade Date: October 13, 2006  
Issue Date (Settlement Date): October 18, 2006 (T+3)  
Maturity Date: October 18, 2016  
Interest Rate: 5.60%  
Interest Payment Dates: Semi-annually on the 18<sup>th</sup> of April and October, commencing April 18, 2007  
Price to Public: 99.909%  
Underwriting Discount: 0.40%  
All-In Price: 99.509%  
Net Proceeds: \$746,317,500  
Redemption Provisions: None  
Authorized Denominations: \$1,000 and integral multiples of \$1,000 in excess thereof  
Managing Underwriters: Lehman Brothers, Morgan Stanley, Wachovia Securities  
Co-Managers: Citigroup, Credit Suisse, Deutsche Bank, HSBC  
CUSIP: 02687QBC1

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 website at [www.sec.gov](http://www.sec.gov). Alternately, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Lehman Brothers Inc. toll-free at 1-888-603-5847, Morgan Stanley & Co. Incorporated toll-free at 1-866-718-1649, or Wachovia Capital Markets, LLC toll-free at 1-800-326-5897.

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**American International Group, Inc.**  
**5.375% Medium-Term Notes, Series MP, Matched Investment Program, Due October 18, 2011**  
**Term Sheet**

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|-------------------------------|---|
| Issuer:                       | American International Group, Inc.  |
| Ratings:                      | Aa2(Moody s)(stable)/AA(Standard & Poor s)(negative)/AA(Fitch)(stable)                |
| Type:                         | Senior Unsecured  |
| Principal Amount:             | \$600,000,000   |
| Use of Proceeds:              | Matched Investment Program  |
| Trade Date:                   | October 13, 2006  |
| Issue Date (Settlement Date): | October 18, 2006 (T+3)  |
| Maturity Date:                | October 18, 2011  |
| Interest Rate:                | 5.375%  |
| Interest Payment Dates:       | Semi-annually on the 18 <sup>th</sup> of April and October, commencing April 18, 2007 |
| Price to Public:              | 99.965%   |
| Underwriting Discount:        | 0.25%   |
| All-In Price:                 | 99.715%   |
| Net Proceeds:                 | \$598,290,000   |
| Redemption Provisions:        | None  |
| Authorized Denominations:     | \$1,000 and integral multiples of \$1,000 in excess thereof                           |
| Managing Underwriters:        | Lehman Brothers, Morgan Stanley, Wachovia Securities                                  |
| Co-Managers:                  | Citigroup, Credit Suisse, Deutsche Bank Securities, HSBC                              |
| CUSIP:                        | 02687QBE7   |

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**American International Group, Inc.**  
**Floating Rate Medium-Term Notes, Series MP, Matched Investment Program**  
**Term Sheet**

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|-------------------------------|--|
| Issuer:                       | American International Group, Inc.   |
| Ratings:                      | Aa2(Moody s)(stable)/AA(Standard & Poor s)(negative)/AA(Fitch)(stable)                             |
| Type:                         | Senior Unsecured   |
| Principal Amount:             | \$400,000,000  |
| Use of Proceeds:              | Matched Investment Program   |
| Trade Date:                   | October 13, 2006   |
| Issue Date (Settlement Date): | October 18, 2006 (T+3)   |
| Maturity Date:                | October 18, 2011   |
| Interest Rate:                | 3 Month Libor + 11 bps   |
| Interest Payment Dates:       | Quarterly on the 18 <sup>th</sup> of January, April, July and October, commencing January 18, 2007 |
| Interest Reset Dates:         | Quarterly on the 18 <sup>th</sup> of January, April, July and October                              |
| Price to Public:              | 100.000%   |
| Underwriting Discount:        | 0.25%  |
| All-In Price:                 | 99.750%  |
| Net Proceeds:                 | \$399,000,000  |
| Redemption Provisions:        | None   |
| Authorized Denominations:     | \$1,000 and integral multiples of \$1,000 in excess thereof  |
| Managing Underwriters:        | Lehman Brothers, Morgan Stanley, Wachovia Securities   |
| Co-Managers:                  | Citigroup, Credit Suisse, Deutsche Bank, HSBC  |
| CUSIP:                        | 02687QBD9  |

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(To Prospectus Supplement, dated October 12, 2006, and Prospectus, dated July 24, 2006)