



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-0402

DC



04008150

January 29, 2004

Kathleen E. Shannon
Senior Vice President, Secretary
And Deputy General Counsel
American International Group, Inc.
70 Pine Street
New York, NY 10270

Act: 1934
Section: _____
Rule: 14A-8
Public
Availability: 1-29-2004

Re: American International Group, Inc.
Incoming letter dated January 9, 2004

Dear Ms. Shannon:

This is in response to your letter dated January 9, 2004 concerning a shareholder proposal submitted to AIG by John Jennings Crapo. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Martin P. Dunn

Martin P. Dunn
Deputy Director

PROCESSED

FEB 24 2004

THOMSON
FINANCIAL

Enclosures

cc: John Jennings Crapo
PO Box 400151
Cambridge, MA 02140-0002

5272

AMERICAN INTERNATIONAL GROUP, INC.
70 PINE STREET
NEW YORK, NY 10270

KATHLEEN E. SHANNON
SENIOR VICE PRESIDENT, SECRETARY
AND DEPUTY GENERAL COUNSEL

7974 1/9/04
COMMUNICATIONS
1/9/04 11:05:55
TEL: 212-770-6123
FAX: 212-785-1584
KATHLEEN.SHANNON@AIG.COM

January 9, 2004

Securities and Exchange Commission,
Division of Corporation Finance,
Office of Chief Counsel,
450 Fifth Street, N.W.,
Washington, D.C. 20549.

Re: American International Group, Inc. - Omission
of Shareholder Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

This letter is submitted by American International Group, Inc. (the "Company") pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to a proposal (hereinafter referred to as the "Proposal") submitted for inclusion in the Company's proxy card and 2004 proxy statement (the "Proxy Materials") for its 2004 annual meeting (the "Annual Meeting") of shareholders by John Jennings Crapo (the "Proponent"). The Proposal and the accompanying supporting statement (the "Supporting Statement") are attached to this letter as Annex A.

The Company believes that the Proposal and Supporting Statement should be omitted from the Proxy Materials as they were received after the deadline under Rule 14a-8(e).

In accordance with Rule 14a-8(j) under the Exchange Act, I hereby give notice on behalf of the Company of its intention to omit the Proposal and Supporting Statement from the Proxy Materials. This letter constitutes the Company's statement of the reasons why it deems this omission to be proper. Enclosed are five

additional copies of this letter, including the annexed Proposal and Supporting Statement.

Ground for Omission

The Proposal was received after the deadline for submitting a proposal

Rule 14a-8(e) under the Exchange Act permits the exclusion of a shareholder proposal from a company's proxy statement if it is received "less than 120 calendar days before the date of the company's proxy statement . . . [for] the previous year's annual meeting." The Company's 2003 Proxy Statement was dated April 4, 2003. Therefore, the deadline to submit a shareholder proposal for the Annual Meeting was December 5, 2003.

The Proposal was received on January 7, 2004, over one month after the deadline. Because the Proposal was not received by the Company prior to December 5, 2003, it falls squarely within Rule 14a-8(e). On many occasions, the staff of the Securities and Exchange Commission (the "Staff") has recognized that proposals which are not submitted in a timely manner are properly excluded from a company's proxy materials. See, e.g., Mid Atlantic Medical Services, Inc., SEC No-Action Letter, 2003 SEC No-Act. LEXIS 370 (Mar. 14, 2003); Prudential Financial, Inc. SEC No-Action Letter, 2003 SEC No-Act. LEXIS 429 (Mar. 14, 2003).

For the foregoing reason, the Company intends to exclude the Proposal and Supporting Statement under Rule 14a-8(e).

Conclusion

In accordance with Rule 14a-8(j), the Company is contemporaneously notifying the Proponent, by copy of this letter including Annex A, of its intention to omit the Proposal and Supporting Statement from its Proxy Materials.

The Company anticipates that it will mail its definitive Proxy Materials to shareholders on or about April 1, 2004.

On behalf of the Company, I hereby respectfully request that the Staff express its intention not to recommend enforcement action if the Proposal and Supporting Statement are excluded from the Company's Proxy Materials for the reasons set forth above. If you have any questions regarding this request, or need any additional information, please telephone the undersigned at (212) 770-5123 or, in my absence, Eric N. Litzky at (212) 770-6918.

Please acknowledge receipt of this letter and the enclosed materials by stamping the enclosed copy of the letter and returning it to our messenger, who has been asked to wait.

Very truly yours,



Kathleen E. Shannon

(Enclosures)

cc: John Jennings Crapo

ANNEX A

JOHN JENNINGS CRAPO, PRO SE, AA, ABE,
Homeless AMERICAN International Group INC
Shareholder, USER OF Boston Public Library
RTRD STATE GOVT EMPLOYEE
PO Box 400151 (CAMBRIDGE MA
02140-0002

Page (of) of Five (of) pages - printed on (of)
side reverse side blank
Via Certified mail January 01st Calendar
year 2004

Return receipt request
(CMRER) #
7003 1010 0003 3507

Re: Shareholder
proposal submission

9658
Country Club 7002 2410
0006 3800 2258

to American International
Group INC attn please
Corporation Secretary
Ms Kathleen E. Shannon, Esq.
or her successor as Corporation
Secretary

70 Pine Street # 50
New York City NY 10270-0094

PAID

Dear Gentlemen or Ladies

I've shareholder very long time
of American International Group INC
and for a long time I've presented
shareholder proposals at various publicly held
NATIONAL COMPANIES, including that of
AMERICAN INTERNATIONAL GROUP INC
My ownership of Shares of AMERICAN
INTERNATIONAL GROUP INC is well above
the minimum threshold for presentation of
shareholder proposals AND I plan to
to continue to own MY Shares of AMERICAN
International More

Page two (02) of June 105) pages

John Jennings (Crabo to AMERICAN INTERNATIONAL
Group INC Jan 01 2004

UNTIL THE ADJOURNMENT OF THE FORTHCOMING
ANNUAL MEETING OF SHAREHOLDERS OF AMERICAN
INTERNATIONAL GROUP INC AND I PLAN TO
PRESENT MY SHAREHOLDER PROPOSAL AS SET
FORTH AS FOLLOWS

Shareholder Proposal
AND SHAREHOLDER MEETING IN ANNUAL MEETING OF
AMERICAN INTERNATIONAL GROUP INC (THE
CORPORATION) REQUEST OUR BOARD OF DIRECTORS
("BOARD") TO REPORT TO US IN THE PROXY STATE-
MENT OF THE NEXT SUCCESSIVE MEETING OF SHARE-
HOLDERS. SO WE SHAREHOLDERS AND PROXIES MAY
BETTER UNDERSTAND WHAT OUR DIRECTOR DO
NOW SITUATION CASES ARE HANDLED BY THEM.
WE REQUEST THE EXHIBITS AND THE CIRCUMSTANCES
AND SURROUNDING EVENTS OF THE ACCID-
ENT OF THE CALENDAR YEAR 2003 BE USED
AS AN EXAMPLE - WHICH PROPONENT MR
JOHN JENNINGS ("JACKIE") CRABO HAS GRACIOUSLY
SENT US EXHIBITS OF WHICH OCCURRED UNDER
MEATH THE OVERPASS OF ALBANY STRT AT
BOSTON AT WHERE EAST BERKELEY STRT AND
BROADWAY CONNECT. WE ASK FOR A COMPLETE
REPORT.

Supporting Statement PAID
Proponent is our homeless Shareholder
whom IN APRIL JANUARY 2003 WAS FORCEBLY
REMOVED FROM ATTIC ROOM B-1 THE AUTHORITIES
OF THE CITY OF CAMBRIDGE AND HIS PERSONAL
POSSESSIONS WERE TAKEN FROM HIM AGAINST
HIS EXPLICIT OBJECTIONS. HE'D MOVED IN THERE
IN 1972 AND ALWAYS HAD BEEN LOYAL TO
THE LAND.

MLUR

Page three (03) of June (05) pages

John Jennings (prop, pro) to American Internat-
ional Group Inc Jan 01 2004

persons, their employees, and other tenants,
neighbors. He lives in homeless men's shelter
at the corner of Harrison Ave and East Berkeley
St. which is but five (05) to ten (10) minutes
walk from site of said accident. The
place is shelter for many men whom from
print news are mentally ill, are alcohol or drug
addicts or overcome with other serious troubles.
This morning about 6:15 AM proponent had
breakfast seated under the national banner
OF AN AFRICAN KINGDOM, formerly a territory of
the OTTOMAN EMPIRE

PAID
This morning proponent walked by
the KIKSTAN Business Branch of the Boston PUBLIC
LIBRARY found a cart next to the United
Parcel Service Box and the US Postal Service
storage box knocked over and contents
spread about the sidewalk. The luggage
had been fastened to something connected
to former Boston City Hall in a very historic
part of Boston.

Last night was called what is known
as "FIRST NIGHT" in Boston where many
from outside city come to it to celebrate
with those of city in Boston the advent
and arrival of the New Year.

In shelter where I live someone told
me one hundred people annually die
(it's estimated) - suicide and accidents
RANK VERY HIGH FOR THE DEATHS OF
HOMELESS PERSONS.

Some of the people at the homeless
shelter
More

Page four (04) of five (05) pages

Mr Crapo to Mr Shannon, A16

Jan 01, 2004

I WAS told by SOME-ONE ARE political refugees
FROM other nations. The Corporation is known
FOR it's business in other countries as well
IN the United States of AMERICA

PROponent himself has schizophrenia,
Arthritis, Pain in neck and top of head and
IN joints. Sometimes he has serious cramps.

He has PSORIASIS, GLAUCOMA AND OTHER
VISION IMPAIRMENT. He uses a cervical
collar and walks with Prostheses

AND much of time his NUMBERED PAID
GROIN area. He uses a portable cart to
lug things about - brief attache cases and
like AND IN spite his numerous letters

to Hon State Treasurer MR CAHILL and
his predecessor Hon Mr Shannon O'BRIEN

HAS failed respond to his appeal for
action concerning his termination as
a MA Civil Service Employee. His

pension checks \$896.70 monthly and
his last pay was \$1,050 monthly

PROponent has lots & lots of thoughts on this
one (01) thought is does the STATE WANT

to BE BRIBED? TREASURER WANT to Be
BRIBED? that neighborhood where the shelter

is very dangerous AND THIS MORNING
some-one hit him - the Proponent -

and a Shavehead Proposal

more

Page Five (05) of Five (05) pages
MR CRAPO to AIG's Ms Shannon
Jan 01 2004

IN EVENT YOU WANT TO TALK TO ME
IN PERSON PLEASE CONTACT ME BY LETTER TO ME
AT MY P.O. BOX PLEASE SEND ME YOUR AGENDA
AND GIVE ME TIME TO REPLY BY LETTER

ENCLOSED I CALL TO YOUR ATTENTION
MY EXHIBITS - TEN (10) PAGES IN FACT
OF THEM - WHICH I INCLUDE WITH
THIS FIVE (05) PAGE LETTER.

COPY THIS PLUS EXHIBITS TO
THE USA SECURITIES AND EXCHANGE
COMMISSION VIA CERTIFIED MAIL

RETURN RECEIPT REQUESTED #
700 3 1010 0003 3508 1950

ATTN DIVISION OF CORPORATION FINANCE
DIVISION DEPUTY DIRECTOR MR
MARTIN P. DUNN OR SUCCESSOR OR
DIV. ACTING DEPT. DIRECTOR.

A COPY OF MY LETTER, TRANS-
MITTED TO SAID COMMISSION VIA
CERTIFIED MAIL RETURN RECEIPT REQUESTED
I ENCLOSE HERE-IN TO CALL IT TO YOUR
ATTENTION.

I CAN'T FIND A STOPPER. I RECENTLY
SENT A LETTER TO THE 10th USA CIRCUIT COURT
AT BOSTON. IN SPITE OF JACK'S STOPPING ALL
PAGES WERE DELIVERED.

Sincerely

John J. Crapo, Pres M
Helpless Stephen
Encl: Ten (10) pages JJC

PAID

John Jennings Crafo, pro re
PO Box 400151
Cambridge MA 02140-0002

Jan 01 2004

Via Certified mail #

7003 1010 0003 3508-1958

return receipt requested

United States Securities and

Exchange Commission Division of Corporations
Finance Division Deputy Mr
Martin P. DUNN or Successor as Acting
Div Dpty Director

450 5th St NW

District of Columbia 20549-0213

PAID

Dear Gentlemen and Ladies

Enclosed is copy via certified mail

Return receipt requested # 7003 1010
0003 3507 9658 and 7002 2410 0006

3800 2258 to American International

Group Inc attn please Ms Katherine E.

Shannon, Esq. Corporation Secretary

70 Pine Street New York City NY 10270.

0094 Jan 01 2004 I call to your

attention. - My shareholder proposal

submission to said Corporation's Meeting

of shareholders meeting in annual Meeting

of shareholders and proxies for the

purpose of shareholder Meeting Please

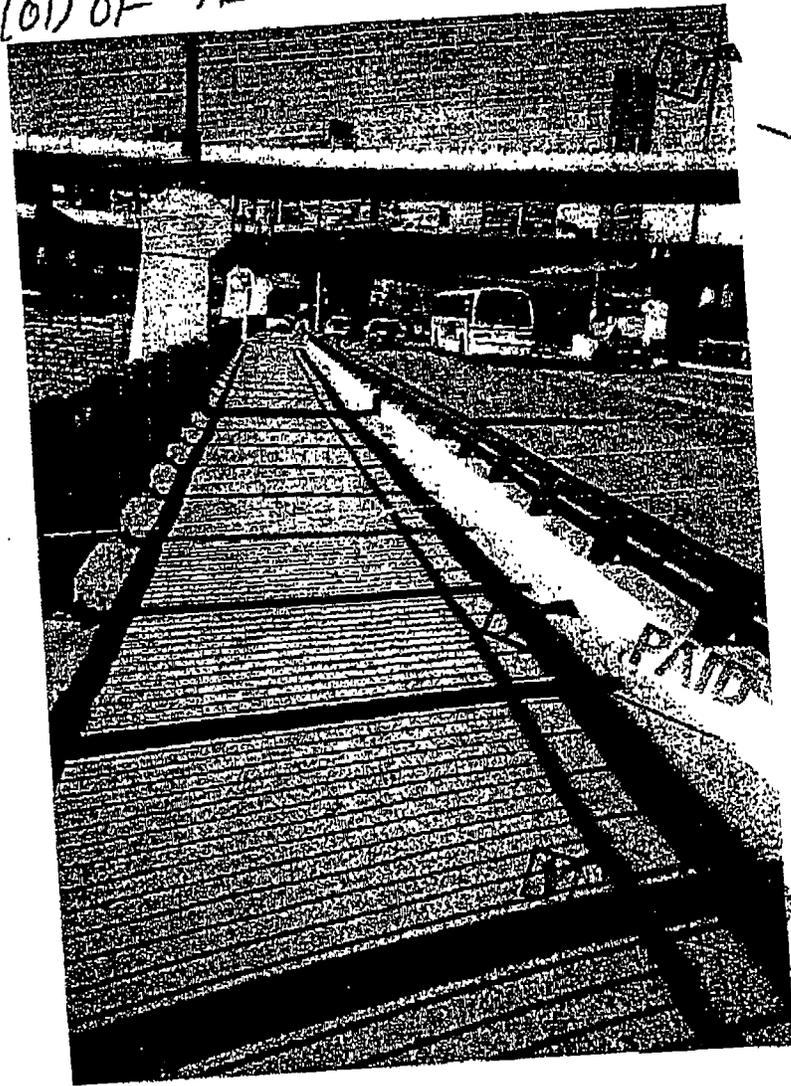
put this on file

Sincerely

John Jennings Crafo pro re
Enc. Sixteen (16) pp Printed inside reverse
Sides Blank

JJC/jjc

Exhibits Jan 01 2004 John Jennings Group ("MR CRAPO")
Pro Se to Ms Kathleen E. Shannon ("Ms Shannon")
Esquire in her capacity as Corporation Secretary
of AMERICAN INTERNATIONAL GROUP INC ("AIG")
#01101 OF TEN (10) exhibits



PAID

PAID

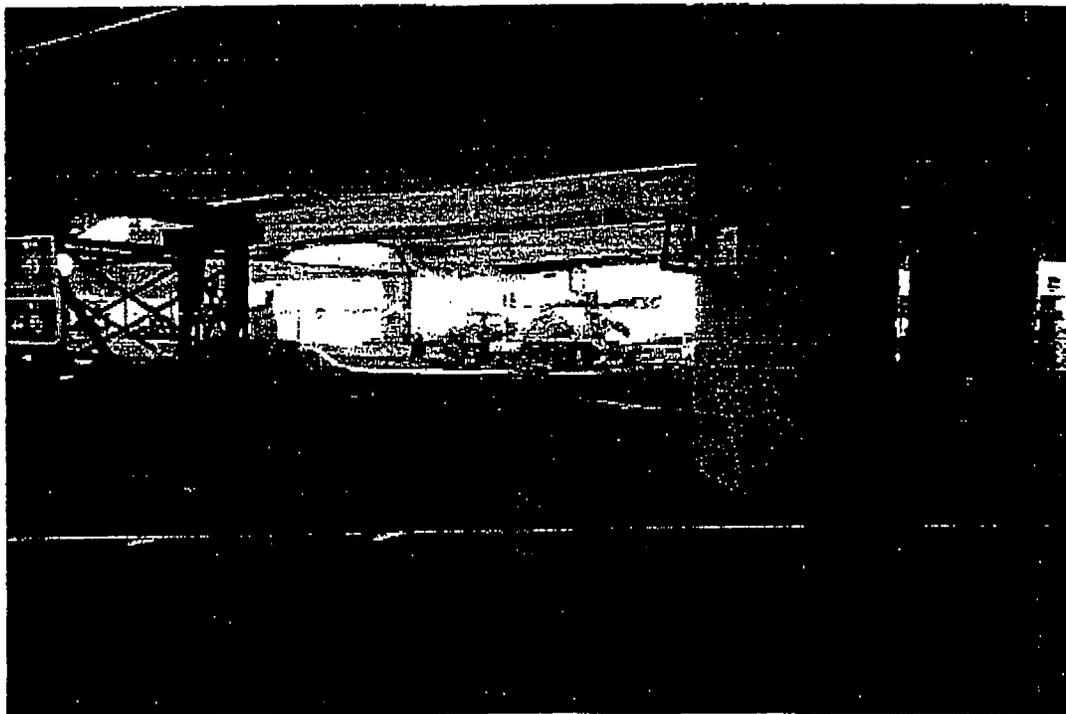
Jackie

Exhibit Two (oz) of Ten
Mr Crapo to A16's Mrs Shannon
Jan 01 2004



2004/01

Exhibit June (03) of Ten
Mr Crapo to 116's Ms Shannon
Jan 01 2004



JJC/STC

Exhibit Four (04) of Ten
Mr Crabo to Albi's Mrs Shannon
Jan 01 2004



JJC/jjc





Exhibit Five (os) of Ten (10)
Mr Crapo to Ms Shannon
of Alko
JJC/jic Jan 01 2004

Exhibit A (log) of Ten (10)
Mr Crabo to Mr AIG's Ms Shannon
Jan 01 2004



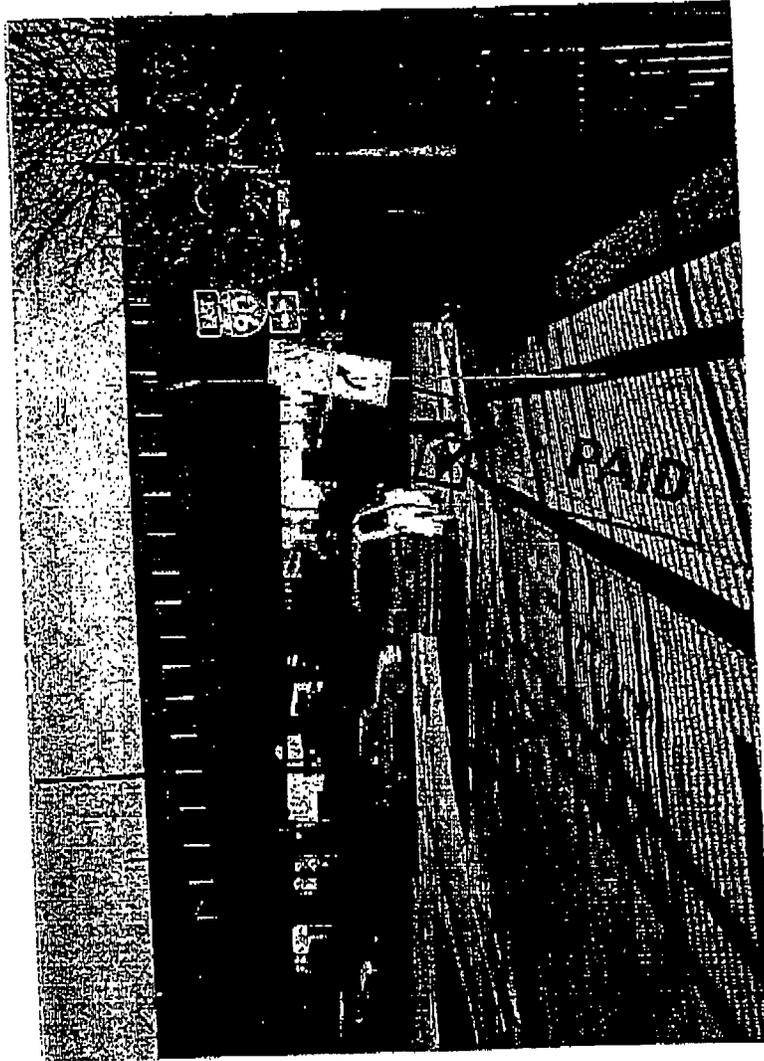
JJC/jjc

Exhibit seven (07) of ten (10)
Mr Crapo to AIG's Ms Shannon
Jan 01 2004.



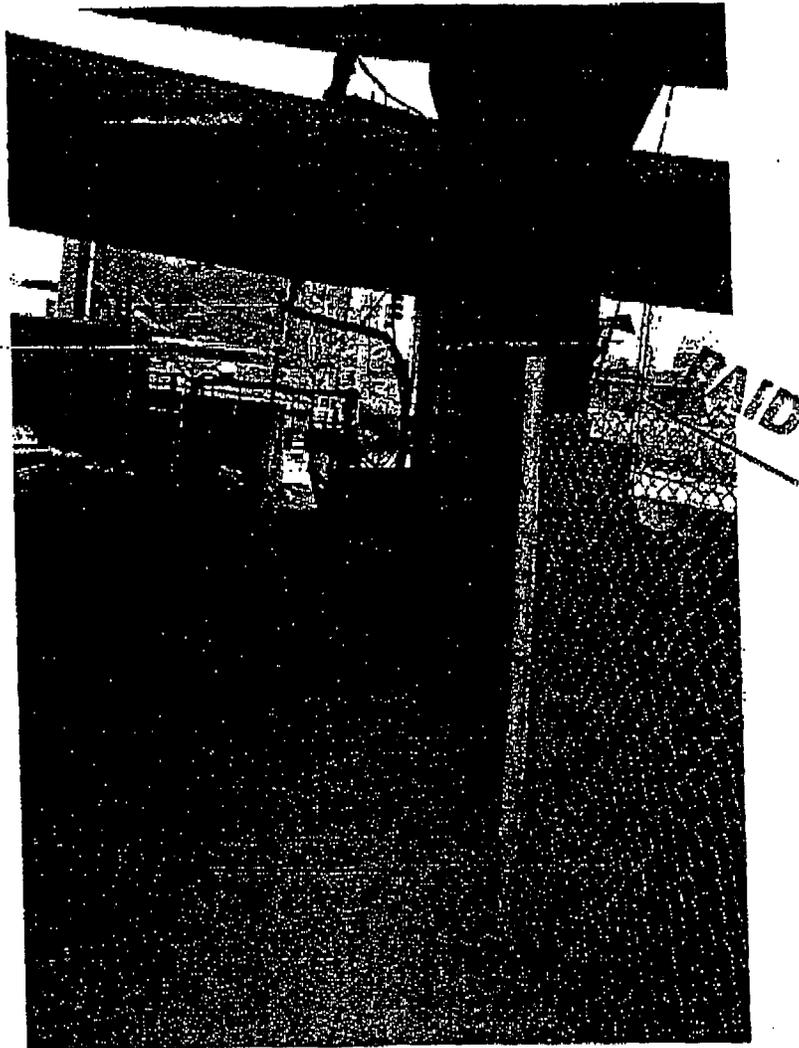
JJ Clise

Exhibit Eight (08) of Ten (10)
Mr Crabo to AIG's MS
Shannon Jan 01 2004



JSC/jjc

Exhibit Nine (09) of Ten (10)
Mr Crofo to AIG's MS
Shannon Jan 01 2004



JJC/rjc

Exhibit Ten(10) of Ten(10)
Mr Crapo to AIG's Ms
Shannon Jan 01 2004



UCC/12c

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

January 29, 2004

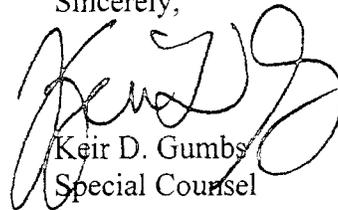
Response of the Office of Chief Counsel
Division of Corporation Finance

Re: American International Group, Inc.
Incoming letter dated January 9, 2004

The proposal relates to a report on the board's activities.

There appears to be some basis for your view that AIG may exclude the proposal under rule 14a-8(e)(2) because AIG received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if AIG omits the proposal from its proxy statement in reliance on rule 14a-8(e)(2).

Sincerely,



Keir D. Gumbs
Special Counsel