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GREENBERG MAURICE R
Form SC 13D
February 21, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No.)*

American International Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

026874-107

(CUSIP Number)

Howard I. Smith
Vice Chairman-Finance and Secretary
C. V. Starr & Co., Inc. 399 Park Avenue, 17th Floor
New York, New York 10022
(212) 230-5050

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
February 21, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* This Schedule 13D constitutes an initial Schedule 13D on behalf of Universal Foundation, Inc., an initial Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., Amendment No. 2 to the Schedule 13D on behalf of Maurice R. Greenberg dated November 23, 2005 (the "Maurice R. Greenberg 13D"), Amendment No. 2 to the Schedule 13D on behalf of Edward E. Matthews dated November 23, 2005 (the "Edward E. Matthews 13D"), Amendment No. 4 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978 (the "Starr International 13D"), and Amendment No. 4 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978 (the "CV Starr 13D"). This Schedule 13D constitutes an amendment and restatement of the Maurice R. Greenberg 13D, the Edward E. Matthews 13D, the Starr International 13D and the CV Starr 13D in their entirety.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act") or otherwise subject to the liabilities of

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that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 026874-107

1. Name of Reporting Person. Maurice R. Greenberg

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

| | |
|--------------|------------------------|
| Number of | 7. Sole Voting Power |
| Shares | 2,902,938 |
| Beneficially | ----- |
| Owned by | |
| Each | |
| Reporting | 8. Shared Voting Power |
| Person With | 90,968,321 |

9. Sole Dispositive Power
2,902,938

10. Shared Dispositive Power
90,968,321

11. Aggregate Amount Beneficially Owned by Each Reporting Person
93,871,259

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
3.6%

14. Type of Reporting Person (See Instructions)
IN

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CUSIP No. 026874-107

1. Name of Reporting Person. Edward E. Matthews

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
United States of America

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
1,991,635

8. Shared Voting Power
18,667,178

9. Sole Dispositive Power
1,991,635

10. Shared Dispositive Power
18,667,178

11. Aggregate Amount Beneficially Owned by Each Reporting Person
20,658,813

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
0.8%

14. Type of Reporting Person (See Instructions) IN

CUSIP No. 026874-107

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1. Name of Reporting Person. Starr International Company, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Panama

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
309,805,397

8. Shared Voting Power
3,193,899

9. Sole Dispositive Power
309,805,397

10. Shared Dispositive Power
3,193,899

11. Aggregate Amount Beneficially Owned by Each Reporting Person
312,999,296

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
11.9%

14. Type of Reporting Person (See Instructions)
CO

CUSIP No. 026874-107

1. Name of Reporting Person.
C. V. Starr & Co., Inc.
I.R.S. Identification No. of above person.
13-5621350

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2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) (b)

3. SEC Use Only

4. Source of Funds (See Instructions) WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
0

8. Shared Voting Power
47,337,246

9. Sole Dispositive Power
0

10. Shared Dispositive Power
47,337,246

11. Aggregate Amount Beneficially Owned by Each Reporting Person
47,337,246

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
1.8%

14. Type of Reporting Person (See Instructions)
CO

CUSIP No. 026874-107

1. Name of Reporting Person. Universal Foundation, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)

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(b) []

3. SEC Use Only

4. Source of Funds (See Instructions) WK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
Panama

Number of
Shares Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
0

8. Shared Voting Power
3,193,899

9. Sole Dispositive Power
0

10. Shared Dispositive Power
3,193,899

11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,193,899

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)
0.1%

14. Type of Reporting Person (See Instructions)
CO

CUSIP No. 026874-107

1. Name of Reporting Person. The Maurice R. and Corinne P.
Greenberg Family Foundation, Inc.

2. Check the Appropriate Box if a Member of a Group (See
Instructions) (a)
(b)

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3. SEC Use Only

4. Source of Funds (See Instructions) WK

5. Check if Disclosure of Legal Proceedings Is Required Pursuant
to Items 2(d) or 2(e)

6. Citizenship or Place of Organization
New York

Number of
Shares Beneficially
Owned by Each
Reporting Person With

7. Sole Voting Power
0

8. Shared Voting Power
401,593

9. Sole Dispositive Power
0

10. Shared Dispositive Power
401,593

11. Aggregate Amount Beneficially Owned by Each Reporting Person
401,593

12. Check if the Aggregate Amount in Row (11) Excludes Certain
Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)