

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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**VARIABLE ACCOUNT II AIG LIFE INSURANCE CO**

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Mailing Address  
*ONE ALICO PLAZA  
P O BOX 667  
WILMINGTON DE 19801*

Business Address  
*ONE ALICO PLAZA  
600 KING STREET  
WILMINGTON DE 19801  
302-594-2000*

**AIG LIFE INSURANCE COMPANY  
VARIABLE ACCOUNT II  
EXECUTIVE ADVANTAGE<sup>SM</sup>  
GROUP FLEXIBLE PREMIUM  
VARIABLE UNIVERSAL LIFE INSURANCE POLICIES  
SUPPLEMENT DATED JANUARY 26, 2009  
TO POLICY PROSPECTUS,  
AS SUPPLEMENTED**

AIG Life Insurance Company (the "Company") is amending its variable universal life insurance policy prospectus (the "Policies") for the purpose of providing you with information regarding the proposed merger of the J.P. Morgan Series Trust II (the "Series Trust II") Small Company Portfolio ("Small Company Portfolio") into the JPMorgan Insurance Trust ("Insurance Trust") Small Cap Equity Portfolio ("Small Cap Equity Portfolio") (the "Merger"). With respect to the Merger, it is anticipated that the Small Company Portfolio will be the accounting and performance information survivor of the Merger.

The Company has received notification that the Boards of Trustees of the Insurance Trust and the Series Trust II have approved the proposed merger transaction. The Merger is subject to a number of conditions, including approval by shareholders at a meeting expected to be held on or about April 1, 2009. The Merger, if approved by the shareholders of Small Company Portfolio is expected to close on or about April 24, 2009 ("Closing Date").

On the Closing Date, the Insurance Trust Small Cap Equity Portfolio will become available as an investment option under the Policies.

After 4:00 p.m. Central Time ("CT") on the Closing Date, all Policy owner accumulation values in the Small Company Portfolio investment option will be automatically transferred into the Insurance Trust Small Cap Equity Portfolio investment option.

Please note that if we receive any instruction from you for transfers, dollar cost averaging, asset rebalancing or new premium allocations into or out of the Small Company Portfolio after 4:00 p.m. CT on the business day prior to the Closing Date, such transaction will be held until after 4:00 p.m. CT on the Closing Date, when we will execute such transaction. Your allocation or transfer will use prices established after the close of the New York Stock Exchange on the business day following the Closing Date.

Also after 4:00 p.m. CT on the Closing Date, the name of the Small Cap Equity Portfolio will change to the Insurance Trust Small Cap Core Portfolio (if the Merger is approved).

For a period of time after the Closing Date, we may provide you with confirmations, statements and other reports that contain the name of the Small Company Portfolio investment option.

If you have any questions, please contact our Administrative Center at 1-302-594-2352.