

AMERICAN FINANCIAL GROUP INC
 Form 4/A
 August 19, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDNER CARL H

2. Issuer Name and Ticker or Trading Symbol
AMERICAN FINANCIAL GROUP INC [AFG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
ONE EAST FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

CINCINNATI, OH 45202
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/18/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Code	V				Amount
Common Stock	03/03/2008		G	V	1,942	D	\$ 0	9,117,302	I	#1 ⁽¹⁾
Common Stock	03/05/2008		G	V	11,732	D	\$ 0	9,105,570	I	#1 ⁽¹⁾
Common Stock	03/11/2008		G	V	9,347	D	\$ 0	9,096,223	I	#1 ⁽¹⁾
Common Stock	04/01/2008		G	V	5,782	D	\$ 0	9,090,441	I	#1 ⁽¹⁾
Common Stock	04/04/2008		P	V	154 ⁽²⁾	A	\$ 0	9,090,595	I	#1 ⁽¹⁾

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Common Stock	04/09/2008	G	V	34,358	D	\$ 0	9,056,237	I	#1 ⁽¹⁾
Common Stock	04/16/2008	G	V	12,593	D	\$ 0	9,043,644	I	#1 ⁽¹⁾
Common Stock	04/25/2008	P	V	<u>44,021</u> ⁽³⁾	A	\$ 26.485	9,087,665	I	#1 ⁽¹⁾
Common Stock	04/21/2008	G	V	1,943	D	\$ 0	9,085,722	I	#1 ⁽¹⁾
Common Stock	04/29/2008	G	V	7,300	D	\$ 0	9,078,422	I	#1 ⁽¹⁾
Common Stock	04/30/2008	G	V	84,786	D	\$ 0	8,993,636	I	#1 ⁽¹⁾
Common Stock	05/02/2008	G	V	5,332	D	\$ 0	8,988,304	I	#1 ⁽¹⁾
Common Stock	05/05/2008	G	V	84,357	D	\$ 0	8,903,947	I	#1 ⁽¹⁾
Common Stock	05/08/2008	G	V	84,115	D	\$ 0	8,819,832	I	#1 ⁽¹⁾
Common Stock	05/14/2008	G	V	25	D	\$ 0	8,819,807	I	#1 ⁽¹⁾
Common Stock	05/16/2008	G	V	1,759	D	\$ 0	8,818,048	I	#1 ⁽¹⁾
Common Stock	05/21/2008	G	V	1,760	D	\$ 0	8,816,288	I	#1 ⁽¹⁾
Common Stock	05/23/2008	G	V	3,514	D	\$ 0	8,812,774	I	#1 ⁽¹⁾
Common Stock	06/02/2008	G	V	11,855	D	\$ 0	8,800,919	I	#1 ⁽¹⁾
Common Stock	06/10/2008	G	V	1,701	D	\$ 0	8,799,218	I	#1 ⁽¹⁾
Common Stock	06/12/2008	G	V	18,673	D	\$ 0	8,780,545	I	#1 ⁽¹⁾
Common Stock	06/16/2008	G	V	1,714	D	\$ 0	8,778,831	I	#1 ⁽¹⁾
Common Stock	06/24/2008	G	V	1,777	D	\$ 0	8,777,054	I	#1 ⁽¹⁾
Common Stock	06/27/2008	G	V	35,401	D	\$ 0	8,741,653	I	#1 ⁽¹⁾
Common Stock	07/25/2008	P	V	<u>39,648</u> ⁽³⁾	A	\$ 28.59	<u>5,811,301.82</u> ⁽⁴⁾	I	#1 ⁽¹⁾
	08/14/2008	P		400	A	\$ 28.03	5,811,701	I	#1 ⁽¹⁾

Common Stock									
Common Stock	08/14/2008		P	2,500	A	\$ 28.09	5,814,201	I	#1 ⁽¹⁾
Common Stock	08/14/2008		P	17,100	A	\$ 28.1	5,831,301	I	#1 ⁽¹⁾
Common Stock	04/04/2008		P	V <u>14,752</u> ₍₃₎	A	\$ 26.485	3,015,432 ⁽⁵⁾	I	#2 ⁽⁶⁾
Common Stock	07/27/2008		P	V <u>13,978</u> ₍₃₎	A	\$ 28.59	13,978 ⁽⁷⁾	I	#2 ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships				Title
	Director	10% Owner	Officer	Other	
LINDNER CARL H ONE EAST FOURTH STREET CINCINNATI, OH 45202	X	X			Chairman of the Board

Signatures

Carl H. Lindner By: Karl J. Grafe as Attorney-in-Fact 08/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Indirect #1 By Carl H. Lindner J., et al, TTEE for the CHL Amended and restated Family Trust dated 12/23/83.

(2) RASP distribution.

(3) This is a distribution from the Company DRIP Plan.

(4) On January 25, 2008, Indirect #1 transferred 2,970,000 shares of the Company Stock to Indirect #5.

(5) On April 4, 2008, Indirect #9 transferred 240,604 shares of Common Stock to Indirect #2.

(6) Indirect #2: By Edyth B. Lindner, Spouse

(7) On April 29, 2008, Indirect #9 transferred 53,775 shares of common stock to Indirect #2 and on July 21, 2008, Indirect #2 transferred 3,039,207 shares of common stock to Indirect #6, and on July 25, Indirect #1 transferred 30,000 shares of common stock to Indirect #5.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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