

AMERICAN FINANCIAL GROUP INC  
 Form 4  
 November 06, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 S CRAIG

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)  
 11/04/2008

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Co-CEO & Co-President

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

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

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)  | Price   |  |   |
| Common Stock                    | 11/04/2008                           |  | S                              | 93,000  | D   | \$ 23.7119<br>(1)  | 4,398,144 I #1 (2)                                    |
| Common Stock                    | 11/05/2008                           |  | S                              | 64,900  | D   | \$ 23.608<br>(3)   | 4,333,244 I #1 (2)                                    |
| Common Stock                    |                                      |  |                                |   |   |  | 108,449 I #3 (4)                                      |
| Common Stock                    |                                      |  |                                |   |   |  | 27,685 I #5 (5)                                       |
| Common Stock                    |                                      |  |                                |   |   |  | 27,685 I #6 (6)                                       |

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|              |           |   |                     |
|--------------|-----------|---|---------------------|
| Common Stock | 1,020,043 | I | #9 <sup>(7)</sup>   |
| Common Stock | 1,485,000 | I | #10 <sup>(8)</sup>  |
| Common Stock | 35,706    | I | #12 <sup>(9)</sup>  |
| Common Stock | 63,604    | I | #14 <sup>(10)</sup> |
| Common Stock | 63,604    | I | #15 <sup>(11)</sup> |
| Common Stock | 63,604    | I | #16 <sup>(12)</sup> |
| Common Stock | 27,685    | I | #17 <sup>(13)</sup> |
| Common Stock | 36,330    | I | #18 <sup>(14)</sup> |
| Common Stock | 36,330    | I | #19 <sup>(15)</sup> |
| Common Stock | 36,330    | I | #20 <sup>(16)</sup> |
| Common Stock | 341,568   | I | #21 <sup>(17)</sup> |
| Common Stock | 341,568   | I | #22 <sup>(18)</sup> |
| Common Stock | 341,568   | I | #23 <sup>(19)</sup> |

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

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SEC 1474  
(9-02)

**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, | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

4, and 5)

| Code | V | (A) | (D) | Date        | Expiration | Title | Amount |
|------|---|-----|-----|-------------|------------|-------|--------|
|      |   |     |     | Exercisable | Date       |       | Number |
|      |   |     |     |             |            |       | of     |
|      |   |     |     |             |            |       | Shares |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| LINDNER S CRAIG<br>ONE EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X             |           | Co-CEO & Co-President |       |

## Signatures

|  |            |
|--|------------|
| S. Craig Lindner By: Karl J. Grafe, as<br>Attorney-in-Fact | 11/06/2008 |
| **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.52 to \$23.89, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3) to this Form 4.
- (2) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (3) This price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.91 to 23.855, inclusive.
- (4) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93.
- (5) Indirect #5: CEL, TTEE CEL 2002 Living Trust dtd 11/4/02.
- (6) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act.
- (7) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (8) Indirect #10: SCL Investments, LLC
- (9) Indirect #12: The Company's Retirement and Savings Plans. The number of shares of Common Stock which would be represented by the value of the Reporting Person's Company Securities Funds account in the Issuer's Retirement and Savings Plan is based on a statement dated as of 12/31/07.
- (10) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96.
- (11) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96.
- (12) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96.
- (13) Indirect #17: CAL, daughter of the Reporting Person.
- (14) Indirect #18: KEL TTEE CEL C/U Irrev Trust DTD 2/13/85.
- (15) Indirect #19: KEL TTEE CAL C/U Irrev Trust DTD 2/13/85.
- (16) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85.

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- (17) Indirect #21: CL TR U/A 4/21/05 FRL TTEE
- (18) Indirect #22: CAL TR U/A DTD 4/21/05 FRL TTEE
- (19) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE

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