

LINDNER CARL H III
Form 4
August 06, 2009

FORM 4

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

OMB APPROVAL

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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 CARL H III

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)
08/04/2009

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

CINCINNATI, OH 45202

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

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/14/2009 | | G | V 6,551 (1) D \$ 0 | 4,988,733 | I | #1 (2) |
| Common Stock | 07/30/2009 | | G | V 6,651 D \$ 0 | 4,982,082 | D | |
| Common Stock | 08/04/2009 | | S | 75,000 D \$ 25.0616 (3) | 4,907,082 | I | #1 |
| Common Stock | | | | | 34,901 | I | #2 (2) |
| Common Stock | | | | | 37,176.88 | I | #4 (4) |

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| | | | |
|--------------|-----------|---|---------------------|
| Common Stock | 0 | I | #6 ⁽⁵⁾ |
| Common Stock | 129,151 | I | #7 ⁽⁶⁾ |
| Common Stock | 191,202 | I | #8 ⁽⁷⁾ |
| Common Stock | 10,055 | I | #9 ⁽⁸⁾ |
| Common Stock | 20,402 | I | #11 ⁽⁹⁾ |
| Common Stock | 1,468,500 | I | #12 ⁽¹⁰⁾ |
| Common Stock | 2,376 | I | #14 ⁽¹¹⁾ |
| Common Stock | 30,457 | I | #15 ⁽¹²⁾ |
| Common Stock | 36,943 | I | #19 ⁽¹³⁾ |
| Common Stock | 263,091 | I | #20 ⁽¹⁴⁾ |
| Common Stock | 263,091 | I | #21 ⁽¹⁵⁾ |
| Common Stock | 113,019 | I | #22 ⁽¹⁶⁾ |
| Common Stock | 22,051 | I | #23 ⁽¹⁷⁾ |
| Common Stock | 1,713 | I | #24 ⁽¹⁸⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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 | 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 Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|

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(16) Indirect #21: SCL TTEE MBL Trust Dtd 10/26/05. (c3)

(17) Indirect #22: SCL TTEE GD Trust Dtd 10/26/05. (c3)

(18) Indirect #23: KEL TTEE CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)

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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