

LINDNER S CRAIG
Form 5
February 13, 2009

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

ONE EAST FOURTH STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/11/2008 | Â | G | 30,000 D \$ 0 | 4,053,244 | I | #1 (1) |
| Common Stock | 12/18/2008 | Â | G | 1,325 D \$ 0 | 4,051,919 | I | #1 (1) |
| Common Stock | 12/29/2008 | Â | G | 50,000 D \$ 0 | 4,001,919 | I | #1 (1) |
| Common Stock | Â | Â | Â | Â Â Â | 108,449 | I | #3 (2) |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-----------|---|---------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 27,685 | I | #6 ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,020,043 | I | #9 ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,485,000 | I | #10 ⁽⁵⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 37,679.02 | I | #12 ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 63,604 | I | #14 ⁽⁷⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 63,604 | I | #15 ⁽⁸⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 63,604 | I | #16 ⁽⁹⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 36,330 | I | #20 ⁽¹⁰⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 341,568 | I | #23 ⁽¹¹⁾ |

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 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. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) | (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-------------------------|-------|
| Director | 10% Owner | Officer | Other |
| Â X | Â | Â Co-CEO & Co-President | Â |

LINDNER S CRAIG
ONE EAST FOURTH STREET
CINCINNATI, OH 45202

Signatures

S. Craig Lindner By: Karl J. Grafe, as
Attorney-in-Fact

02/13/2009

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: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (2) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (3) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (4) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83. (SCL)
- (5) Indirect #10: SCL Investments, LLC (SCL)
- (6) 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 12/31/08.
- (7) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96. (SCL)
- (8) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96. (SCL)
- (9) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)
- (10) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)
- (11) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)

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Remarks:

Two of the Reporting Persons adult children are no longer included on this report.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.