

AMERICAN FINANCIAL GROUP INC
Form S-8 POS
September 05, 2006

As filed with the Securities and Exchange Commission on September 5, 2006

Registration No. 333-74282

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

AMERICAN FINANCIAL GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

31-1544320
(IRS Employer Identification
Number)

**One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2121**

(Address of Registrant's Principal Executive Offices)

**GREAT AMERICAN FINANCIAL RESOURCES, INC.
RETIREMENT AND SAVINGS PLAN**

James C. Kennedy, Esq.
Vice President, Deputy General Counsel and Secretary
American Financial Group, Inc.
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-2538

Facsimile: (513) 579-0108

(Name, Address and Telephone Number, Including Area Code,
of Agent for Service of Process)

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed solely to remove from registration securities that were registered and will not be issued in connection with the Registrant's offering.

American Financial Group, Inc. (the Registrant) filed its Registration Statement on Form S-8 (No. 333-74282) (the Registration Statement) with the Securities and Exchange Commission with respect to 250,000 shares of the Registrant's common stock which were to be issued in

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Signature	Capacity	Date
* _____ S. Craig Lindner	Co-Chief Executive Officer and Director (Principal Executive Officer)	
* _____ James E. Evans	Director	
* _____ Theodore H. Emmerich	Director	
* _____ William R. Martin	Director	
/s/Keith A. Jensen _____ Keith A. Jensen	Senior Vice President (Principal Financial and Accounting Officer)	September 5, 2006
*By:/s/Karl J. Grafe _____ Karl J. Grafe	Attorney-in-Fact	September 5, 2006