#### LINDNER S CRAIG

Form 4 May 19, 2009

## FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

**OMB APPROVAL** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LINDNER S CRAIG			2. Issuer Name <b>and</b> Ticker or Trading Symbol AMERICAN FINANCIAL GROUP INC [AFG]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) ONE EAST F	(First) (Middle) T FOURTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 05/15/2009	_X_ Director 10% Owner Other (give title Other (specify below) Co-CEO & Co-President			
(Street) CINCINNATI, OH 45202			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ 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)	Code (Instr. 8)		4. Securities Acquired (A) onor Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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)	
Common Stock	03/17/2009		Code	V V	Amount 1,713	(D)	Price \$ 0	4,014,882	I	#1 (1)
Common Stock	05/15/2009		S		75,000	D	\$ 20.36 (2)	3,939,882	I	#1 (1)
Common Stock	05/18/2009		S		125,000	D	\$ 20.52 (3)	3,814,882	I	#1 (1)
Common Stock	05/19/2009		S		50,000	D	\$ 21.08 (4)	3,764,882	I	#1 (1)

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Common Stock	03/17/2009	G	V	1,713	A	\$ 0	110,162	I	#3 (5)
Common Stock	03/17/2009	G	V	1,713	A	\$ 0	29,398	I	#6 (6)
Common Stock							1,020,043	I	#9 <u>(7)</u>
Common Stock							1,485,000	I	#10 (8)
Common Stock							37,679.02	I	#12 <u>(9)</u>
Common Stock							63,604	I	#14 (10)
Common Stock							63,604	I	#15 (11)
Common Stock							63,604	I	#16 (12)
Common Stock							36,330	I	#20 (13)
Common Stock							341,568	I	#23 (14)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	) Derivativ	re		Secur	rities	(Instr. 5)
	Derivative				Securities	S		(Instr	. 3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title	Number	
									of	
				Code	V (A) (D)				Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LINDNER S CRAIG

ONE EAST FOURTH STREET X Co-CEO & Co-President

CINCINNATI, OH 45202

## **Signatures**

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact 05/19/2009

\*\*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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.30 to \$20.51, 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 (2), (3) and (4) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.45 to 20.67, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.01 to 21.28, inclusive.
- (5) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (6) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (7) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83. (SCL)
- (8) Indirect #10: SCL Investments, LLC (SCL)
- 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. (SCL)
- (10) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96. (SCL)
- (11) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96. (SCL)
- (12) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)
- (13) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)
- (14) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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