

LINDNER CARL H III
 Form 4
 August 03, 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)
 07/30/2009

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	07/30/2009		F/K	87,765 D \$ 24.81	4,830,284	I	#1
Common Stock	07/30/2009		M	82,500 A \$ 13.1667	4,912,784	I	#1 ⁽¹⁾
Common Stock	07/30/2009		M	82,500 A \$ 13.2267	4,995,284	I	#1 ⁽¹⁾
Common Stock					34,901	I	#2 ⁽²⁾
Common Stock					37,176.88	I	#4 ⁽³⁾

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Common Stock	0 ⁽⁴⁾	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.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. (Instr. 3 and 4)
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- (15) Indirect #21: SCL TTEE MBL Trust Dtd 10/26/05. (c3)
- (16) Indirect #22: SCL TTEE GD Trust Dtd 10/26/05. (c3)
- (17) Indirect #23: KEL TTEE CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
- (18) Indirect #24: KEL, TTEE Under Irrevocable Trust Agreement with CHL III and MSL, Grantors dated 9/26/1989. (c3)

- These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the date of grant, with an additional 20% becoming exercisable on each subsequent anniversary. The Options were granted under the Issuer's Stock Option Plan pursuant to Rule 16b-3.
- (19)

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