

LINDNER S CRAIG
Form 4
September 28, 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 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)
ONE EAST FOURTH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2009

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/03/2009 | | G | V 75,000 D \$ 0 | 3,417,117 | I | #1 ⁽¹⁾ |
| Common Stock | 08/31/2009 | | G | V 40,000 D \$ 0 | 3,377,117 | I | #1 ⁽¹⁾ |
| Common Stock | 09/24/2009 | | M | 82,500 A \$ 17.1867 | 3,459,617 | I | #1 ⁽¹⁾ |
| Common Stock | 09/24/2009 | | S | 82,500 D \$ 25.74 ⁽²⁾ | 3,377,117 | I | #1 ⁽¹⁾ |
| Common Stock | | | | | 110,162 | I | #3 ⁽³⁾ |

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| | | | |
|--------------|-----------|---|---------------------|
| Common Stock | 29,398 | I | #6 ⁽⁴⁾ |
| Common Stock | 1,020,043 | I | #9 ⁽⁵⁾ |
| Common Stock | 1,485,000 | I | #10 ⁽⁶⁾ |
| Common Stock | 37,679.02 | I | #12 ⁽⁷⁾ |
| Common Stock | 63,604 | I | #14 ⁽⁸⁾ |
| Common Stock | 63,604 | I | #15 ⁽⁹⁾ |
| Common Stock | 56,149 | I | #16 ⁽¹⁰⁾ |
| Common Stock | 36,330 | I | #20 ⁽¹¹⁾ |
| Common Stock | 306,861 | I | #23 ⁽¹²⁾ |

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.

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 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | \$ 17.1867 | 09/24/2009 | | M | 82,500 | ⁽¹³⁾ | 02/25/2010 | Common | 82,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 09/28/2009

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 \$25.86 to \$25.65, 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 footnote 2 to this Form 4.
(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)
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)
(6) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96. (SCL)
(7) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96. (SCL)
(8) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)
(9) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)
(10) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)
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.

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.