#### LINDNER S CRAIG

Form 4 July 02, 2012

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Check this box

Washington, D.C. 20549

Number: 3235-0287

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Add LINDNER S (	*	ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			AMERICAN FINANCIAL GROUP INC [AFG]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director 10% Owner _X_ Officer (give title Other (specify			
301 EAST FOURTH STREET			06/29/2012	below) below) Co-CEO & Co-President			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
CINCINNATI	, ОН 45202		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 Donivative Committee Acc	ruined Dienesed of an Donoficially Owner			

						•	215011		
(City)	(State)	(Zip) Tab	ole I - Non-I	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y 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)		ed of	Price	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	06/29/2012		S	49,600	D	\$ 39.1977 (1)	1,980,951	I	#1 (2)
Common Stock							111,862	I	#3 (3)
Common Stock							25,873	I	#6 <u>(4)</u>
Common Stock							27,798.5	I	#12 <u>(5)</u>
Common Stock							225,546	I	#23 (6)

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Common Stock	194,939	I	#24 (7)
Common Stock	301,805	I	#25 (8)
Common Stock	27,000	I	#26 <u>(9)</u>
Common Stock	66,760	I	#27 (10)

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)

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

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 Exerc	isable and	7. Titl	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date	Expiration	Title	or Number	
						Exercisable	Date	Title	of	
				Codo V	(A) (D)				Shares	
				Code V	(A) (D)				Shares	

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting of their remarks	Director	10% Owner	Officer	Other				
LINDNER S CRAIG 301 EAST FOURTH STREET CINCINNATI, OH 45202	X		Co-CEO & Co-President					

## **Signatures**

S. Craig Lindner By: Karl J. Grafe, as
Attorney-in-Fact
07/02/2012

\*\*Signature of Reporting Person Date

Reporting Owners 2

### **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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.13 to \$39.27, 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.
- (2) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (3) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (4) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (5) Indirect #12: Held in the Company's Retirement and Savings Plan. The number of shares of Common is based on a statement dated as of 12/31/2011. (SCL)
- (6) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)
- (7) Indirect #24: My Nyhart TTEE Christine CU Trust Agreement dtd 12/14/00.
- (8) Indirect #25: M. Nyhart TTEE CFL 2010 Consolidation Trust DTD 12/17/2010.
- (9) Indirect #26: M. Nyhart TTEE CFL 2010 Special Trust DTD 12/17/10.
- (10) Indirect #27: Shares voting and dispositive power and holds a remainder interest in shares held by charitable lead annuity trust. The reporting person disclaims beneficial interest of the shares held by the trust except to the extent of his pecuniary interest in such shares.

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.