

AMERICAN FINANCIAL GROUP INC

Form 4

October 31, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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)  
10/31/2008

☐ 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                    | 10/31/2008                           |                                                    | S                              |                                                                   | 3,100  | D \$ 22.05       | 4,513,044                                                                                     | I                                                        | #1 <u>(1)</u>                                         |
| Common Stock                    | 10/31/2008                           |                                                    | S                              |                                                                   | 2,100  | D \$ 22.1        | 4,510,944                                                                                     | I                                                        | #1 <u>(1)</u>                                         |
| Common Stock                    | 10/31/2008                           |                                                    | S                              |                                                                   | 100    | D \$ 22.12       | 4,510,844                                                                                     | I                                                        | #1 <u>(1)</u>                                         |
| Common Stock                    | 10/31/2008                           |                                                    | S                              |                                                                   | 200    | D \$ 22.13       | 4,510,644                                                                                     | I                                                        | #1 <u>(1)</u>                                         |
| Common Stock                    | 10/31/2008                           |                                                    | S                              |                                                                   | 3,900  | D \$ 22.16       | 4,506,744                                                                                     | I                                                        | #1 <u>(1)</u>                                         |

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|              |            |     |         |   |          |           |   |                     |
|--------------|------------|-----|---------|---|----------|-----------|---|---------------------|
| Common Stock | 10/31/2008 | S   | 4,900   | D | \$ 22.5  | 4,501,844 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 600     | D | \$ 22.52 | 4,501,244 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 800     | D | \$ 22.54 | 4,500,444 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 200     | D | \$ 22.55 | 4,500,244 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 300     | D | \$ 22.56 | 4,499,944 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 100     | D | \$ 22.58 | 4,499,844 | I | #1 <sup>(1)</sup>   |
| Common Stock | 10/31/2008 | S   | 5,500   | D | \$ 22.7  | 4,494,344 | I | #1 <sup>(1)</sup>   |
| Common Stock |            |     |         |   |          | 108,449   | I | #3 <sup>(2)</sup>   |
| Common Stock |            |     |         |   |          | 27,685    | I | #5 <sup>(3)</sup>   |
| Common Stock |            |     |         |   |          | 27,685    | I | #6 <sup>(4)</sup>   |
| Common Stock |            |     |         |   |          | 0         | I | #8 <sup>(5)</sup>   |
| Common Stock |            |     |         |   |          | 1,020,043 | I | #9 <sup>(6)</sup>   |
| Common Stock |            |     |         |   |          | 1,485,000 | I | #10 <sup>(7)</sup>  |
| Common Stock |            |     |         |   |          | 35,706    | I | #12 <sup>(8)</sup>  |
| Common Stock | 05/01/2008 | G V | 341,568 | D | \$ 0     | 0         | I | #13 <sup>(9)</sup>  |
| Common Stock |            |     |         |   |          | 63,604    | I | #14 <sup>(10)</sup> |
| Common Stock |            |     |         |   |          | 63,604    | I | #15 <sup>(11)</sup> |
| Common Stock |            |     |         |   |          | 63,604    | I | #16 <sup>(12)</sup> |
| Common Stock |            |     |         |   |          | 27,685    | I | #17 <sup>(13)</sup> |
| Common Stock |            |     |         |   |          | 36,330    | I | #18 <sup>(14)</sup> |
|              |            |     |         |   |          | 36,330    | I | #19 <sup>(15)</sup> |

Common  
Stock

|                 |        |   |                     |
|-----------------|--------|---|---------------------|
| Common<br>Stock | 36,330 | I | #20 <sup>(16)</sup> |
|-----------------|--------|---|---------------------|

|                 |         |   |                     |
|-----------------|---------|---|---------------------|
| Common<br>Stock | 341,568 | I | #21 <sup>(17)</sup> |
|-----------------|---------|---|---------------------|

|                 |         |   |                     |
|-----------------|---------|---|---------------------|
| Common<br>Stock | 341,568 | I | #22 <sup>(18)</sup> |
|-----------------|---------|---|---------------------|

|                 |         |   |                     |
|-----------------|---------|---|---------------------|
| Common<br>Stock | 341,568 | I | #23 <sup>(19)</sup> |
|-----------------|---------|---|---------------------|

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Trans<br>(Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                          |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| LINDNER S CRAIG<br>ONE EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X Co-CEO & Co-President          |

## Signatures

|                                                            |            |
|------------------------------------------------------------|------------|
| S. Craig Lindner By: Karl J. Grafe, as<br>Attorney-in-Fact | 10/31/2008 |
|------------------------------------------------------------|------------|

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.
- (2) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93.
- (3) Indirect #5: CEL, TTEE CEL 2002 Living Trust dtd 11/4/02.
- (4) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act.
- (5) Indirect #8: KEL TTEE Under Irr. Trust Agr. with Frances R. Lindner Grantor DTD 2/13/85.
- (6) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (7) Indirect #10: SCL Investments, LLC
- (8) 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 12/31/07.
- (9) Indirect #13: SCL, TTEE of the SCL 2005-1 Qualified Annuity Trust DTD 4/21/05.
- (10) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96.
- (11) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96.
- (12) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96.
- (13) Indirect #17: CAL, daughter of the Reporting Person.
- (14) Indirect #18: KEL TTEE CEL C/U Irrev Trust DTD 2/13/85.
- (15) Indirect #19: KEL TTEE CAL C/U Irrev Trust DTD 2/13/85.
- (16) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85.
- (17) Indirect #21: CL TR U/A 4/21/05 FRL TTEE
- (18) Indirect #22: CAL TR U/A DTD 4/21/05 FRL TTEE
- (19) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE

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.