

AMERICAN FINANCIAL GROUP INC

Form 4

February 22, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDNER S CRAIG

(Last) (First) (Middle)

ONE EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AMERICAN FINANCIAL GROUP
INC [AFG]

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Co-CEO & Co-President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)			
Common Stock			Code V Amount (D) Price		3,956,687	I	#1 ⁽¹⁾
Common Stock					78,449	I	#3 ⁽²⁾
Common Stock					26,753	I	#5 ⁽³⁾
Common Stock					26,753	I	#6 ⁽⁴⁾
Common Stock					0	I	#8 ⁽⁵⁾

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Common Stock	1,020,043	I	#9 ⁽⁶⁾
Common Stock	1,485,000	I	#10 ⁽⁷⁾
Common Stock	35,706	I	#12 ⁽⁸⁾
Common Stock	1,581,027	I	#13 ⁽⁹⁾
Common Stock	63,604	I	#14 ⁽¹⁰⁾
Common Stock	63,604	I	#15 ⁽¹¹⁾
Common Stock	63,604	I	#16 ⁽¹²⁾
Common Stock	26,753	I	#17 ⁽¹³⁾
Common Stock	36,330	I	#18 ⁽¹⁴⁾
Common Stock	36,330	I	#19 ⁽¹⁵⁾
Common Stock	36,330	I	#20 ⁽¹⁶⁾

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 27.2	02/21/2008		A		75,000		<u>(17)</u>	02/21/2018	Common Stock	75,000

Option

Reporting Owners

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

Signatures

S. Craig Lindner By: Karl J. Grafe, as
Attorney-in-Fact

02/22/2008

__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) 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.