

LINDNER CARL H III  
 Form 4  
 September 07, 2010

**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)  
 09/02/2010

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	(D)	Price
Common Stock	06/16/2010		G		5,060	D	\$ 0
							2,767,124 <sup>(1)</sup>
Common Stock	06/21/2010		G		1,732	D	\$ 0
							2,765,392
Common Stock	09/02/2010		M		48,400	A	\$ 12.3
							2,813,792
Common Stock	09/02/2010		S		48,400	D	\$ 29.245 <sup>(3)</sup>
							2,765,392
Common Stock	09/03/2010		M		34,100	A	\$ 12.3
							2,799,492

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					\$			
Common Stock	09/03/2010	S	34,100	D	29.5246 <u>(4)</u>	2,765,392	I	#1 <u>(2)</u>
Common Stock						35,859	I	#2 <u>(5)</u>
Common Stock						0	I	#4 <u>(6)</u>
Common Stock						0	I	#8 <u>(7)</u>
Common Stock						1,468,500	I	#12 <u>(8)</u>
Common Stock						0	I	#15 <u>(9)</u>
Common Stock						176,166	I	#21 <u>(10)</u>
Common Stock						113,019	I	#22 <u>(11)</u>
Common Stock						2,671	I	#24 <u>(12)</u>
Common Stock						221,659	I	#25 <u>(13)</u>
Common Stock						1,960,242 <u>(1)</u>	I	#26 <u>(14)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	\$ 12.3	09/02/2010		M	48,400	<u>(15)</u>	02/23/2013	Common	48,400



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(15) 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.

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