

AMERICAN FINANCIAL GROUP INC

Form 4

August 15, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERDING JOHN B

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)
**301 EAST FOURTH
STREET, 27TH FLOOR**
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2016

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

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	08/11/2016		M		16,000	A \$ 27.2	91,296.661	D	
Common Stock	08/11/2016		S		16,000	D \$ <u>73.69</u> ⁽¹⁾	75,296.661	D	
Common Stock	08/12/2016		M		4,324	A \$ 27.2	79,620.661	D	
Common Stock	08/12/2016		S		4,324	D \$ 73.7789 ⁽²⁾	75,296.661	D	

233 I By Trust

Common
Stock

Common Stock	4,159 ⁽³⁾	I	ESPP
Common Stock	1,264.097 ⁽⁴⁾	I	401(k)

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)	8. Amount or Number of Shares
Stock Option Exercise	\$ 27.2	08/11/2016		M	16,000	⁽⁵⁾ 02/21/2018	Common	16,000
Stock Option Exercise	\$ 27.2	08/12/2016		M	4,324	⁽⁵⁾ 02/21/2018	Common	4,324

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERDING JOHN B 301 EAST FOURTH STREET 27TH FLOOR CINCINNATI, OH 45202	X		President of Subsidiary	

Signatures

John B. Berding By: Karl J. Grafe, as
Attorney-in-Fact

08/15/2016

__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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.64 to \$73.72, 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 this footnote (1) and footnote (2).

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.77 to \$73.79, inclusive.

(3) Shares allocated to the Reporting Person's account under the Issuer's Employee Stock Purchase Plan (the "ESPP"). All ESPP information reported herein is based on a plan statement dated as of 12/31/2015.

(4) Represents shares held in the Issuer's 401(k) Retirement and Savings Plan. The number of shares of Common Stock is based on a Plan Statement dated as of 12/31/2015.

(5) These Employee Stock Options become exercisable in five equal installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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