

LINDNER S CRAIG

Form 4

February 28, 2005

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 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)
02/24/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
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	02/09/2005		G	V	713	A	\$ 0 713
Common Stock							3,541,392 ⁽¹⁾
Common Stock							557,340 ⁽¹⁾
Common Stock							50,000
Common Stock	02/09/2005		G	V	713	A	\$ 0 14,606

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Common Stock	02/09/2005	G	V	713	A	\$ 0	14,606	I	#5 ⁽⁶⁾
Common Stock	02/09/2005	G	V	713	A	\$ 0	14,606	I	#6 ⁽⁷⁾
Common Stock	02/09/2005	G	V	713	A	\$ 0	14,606	I	#7 ⁽⁸⁾
Common Stock							96,881	I	#8 ⁽⁹⁾
Common Stock							680,029	I	#9 ⁽¹⁰⁾
Common Stock							1,000,000	I	#10 ⁽³⁾
Common Stock	02/09/2005	G	V	713	A	\$ 0	713	I	#11 ⁽⁴⁾ ⁽¹¹⁾
Common Stock							948	I	401-k ⁽¹²⁾

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 Stock Option	\$ 30.42	02/24/2005		A		55,000		<u>(13)</u>	04/27/2015	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other

LINDNER S CRAIG
ONE EAST FOURTH STREET X
CINCINNATI, OH 45202

Co-President

Signatures

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

02/28/2005

__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) On January 3, 2005, Indirect #2 transferred 86,071 shares of AFG common stock to Indirect #1.
- (2) Indirect #1: By S. Craig Lindner, Trustee for the S. Craig Lindner Living Trust dated 3/30/83.
- (3) Indirect #2: Malott Nyhart, Trustee of the SCL 1996-2 Qualified Annuity Trust dated 3/28/96.
- (4) Indirect #3: By Frances R. Lindner (spouse), Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
- (5) Indirect #4: SCL, Jr. Trustee, SCL 2001 Living Trust DTD 12/26/01.
- (6) Indirect #5: Corinne E. Lindner, TTEE, CEL 2002 Living Trust DTD 11/14/02.
- (7) Indirect #6: By Frances R. Lindner (spouse), Custodian for minor child.
- (8) Indirect #7: By Frances R. Lindner (spouse), Custodian for minor child.
- (9) Indirect #8: By Keith E. Lindner, Trustee under an Irreocable Trust Indenture with Frances R. Lindner dated 2/13/85.
- (10) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (11) Indirect #11: Frances R. Lindner
- (12) Total as of 12/31/2004.

- (13) 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.