

LINDNER CARL H
 Form 5
 February 13, 2006

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 LINDNER CARL H

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

ONE EAST FOURTH STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 12/20/2005 | Â | G | 26,250 D \$ 0 | 6,796,132 | I | Indirect #1 (1) |
| Common Stock | 12/21/2005 | Â | G | 12,917 D \$ 0 | 6,783,215 | I | Indirect #1 (1) |
| Common Stock | 12/21/2005 | Â | G | 12,860 D \$ 0 | 6,770,355 | I | Indirect #1 (1) |
| Common Stock | Â | Â | Â | Â Â Â | 578,541.638 | I | Indirect #2 (2) |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------------|---|----------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,748.803 | I | Indirect #4 ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,349,609.781 | I | Indirect #5 ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,677,229 | I | Indirect #8 ⁽⁵⁾ |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Deferred Compensation | \$ 38.31 | Â | Â | Â | Â (A) Â (D) | Â ⁽⁶⁾ Â ⁽⁶⁾ | Common Stock 12,969.3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LINDNER CARL H ONE EAST FOURTH STREET CINCINNATI, OH 45202 | Â X | Â X | Â Chairman of the Board | Â |

Signatures

Carl H. Lindner By: Karl J. Grafe, as Attorney-in-Fact 02/13/2006

__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: By Carl H. Lindner Jr., et al., Trustees for the Carl H. Lindner Amended and Restated Family Trust dated 12/23/83.

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- (2) Indirect #2: By Edyth B. Lindner, Spouse.
- (3) Indirect #4: Carl H. Lindner, Jr. et al TTEE of the CHL Family Trust dated 1/22/82
- (4) Indirect #5: Edyth B. Lindner TTEE of the Edyth B. Lindner Family Trust dtd 4/13/2004.
- (5) Indirect #8: J. Pedoto, TTEE of the EBL 2005-1 Qualified Annuity Trust, dtd. 4/26/2005.

Represents Units in the Issuer's Deferred Compensation Plan. The account value increases or decreases based on the value of the Issuer's

- (6) common stock. Upon termination of employment, the Reporting Person's account balance may be distributed, at the option of the Issuer, either in cash or in shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.