

LINDNER CARL H III

Form 4

May 08, 2009

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)

CINCINNATI, OH 45202

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2009

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

Co-CEO & Co-President

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	03/17/2009		G	V	1,713	A	\$ 0	5,325,231	I #1 ⁽¹⁾
Common Stock	03/23/2009		G	V	24,853	D	\$ 0	5,300,378	I #1 ⁽¹⁾
Common Stock	05/05/2009		G	V	32,329	D	\$ 0	5,268,049	I #1 ⁽¹⁾
Common Stock	05/06/2009		S		250,000	D	\$ 20.533 ⁽²⁾	5,018,049	I #1 ⁽¹⁾
Common Stock	05/08/2009		S		100,000	D	\$ 20.6707 ⁽³⁾	4,918,049	I #1 ⁽¹⁾

Edgar Filing: LINDNER CARL H III - Form 4

Common Stock	03/17/2009	A	V	1,713	A	\$ 0	34,901	I	#2 ⁽⁴⁾
Common Stock							37,176.88	I	#4 ⁽⁵⁾
Common Stock							0 ⁽⁶⁾	I	#6 ⁽⁷⁾
Common Stock							129,151	I	#7 ⁽⁸⁾
Common Stock							191,202	I	#8 ⁽⁹⁾
Common Stock							10,055	I	#9 ⁽¹⁰⁾
Common Stock							20,402	I	#11 ⁽¹¹⁾
Common Stock							1,468,500	I	#12 ⁽¹²⁾
Common Stock							2,376	I	#14 ⁽¹³⁾
Common Stock							30,457	I	#15 ⁽¹⁴⁾
Common Stock	03/17/2009	G	V	1,713	A	\$ 0	36,943	I	#19 ⁽¹⁵⁾
Common Stock	05/08/2009	S		30,000	D	\$ 20.4586 ⁽¹⁶⁾	263,091	I	#20 ⁽¹⁷⁾
Common Stock	05/08/2009	S		30,000	D	\$ 20.4586 ⁽¹⁶⁾	263,091	I	#21 ⁽¹⁸⁾
Common Stock	05/07/2009	S		180,000	D	\$ 20.2679 ⁽¹⁹⁾	113,019	I	#22 ⁽²⁰⁾
Common Stock							22,051	I	#23 ⁽²¹⁾
Common Stock	03/17/2009	G	V	1,317	A	\$ 0	1,713	I	#24 ⁽²²⁾

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.

SEC 1474
(9-02)

Edgar Filing: LINDNER CARL H III - Form 4

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

Carl H. Lindner III By: Karl J. Grafe, as
Attorney-in-Fact 05/08/2009

**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: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended. (c3)
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.25 to \$20.72, 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 footnote (2), (3), (16) and (19) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.54 to 20.80, inclusive.
- (4) Indirect #2: Martha S. Lindner, (or her Successor) o the Martha S. Lindner Family Trust DTD 8/30/02 as amended. (c3)
- (5) Indirect #4: 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 12/31/08.
- (6) On 2/12/2009, Indirect #6 transferred 10 shares to Indirect #19.
- (7) Indirect #6: CDL (c3)
- (8) Indirect #7: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)

Edgar Filing: LINDNER CARL H III - Form 4

- (9) Indirect #8: Keith E. Lindner TTEE, MLB Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
- (10) Indirect #9: Keith E. Lindner TTEE, CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
- (11) Indirect #11: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
- (12) Indirect #12: CHL Investments, LLC (c3)
- (13) Indirect #14: CHL III, custodian of a minor. (c3)
- (14) Indirect #15: KEL TTEE, MBL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
- (15) Indirect #19: CDL TTEE of the CDL TR Dtd 11/22/06. (c3)
- (16) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.25 to 20.86, inclusive.
- (17) Indirect #20: SCL TTEE CDL Trust DTD 10/26/05. (c3)
- (18) Indirect #21: SCL TTEE MBL Trust Dtd 10/26/05. (c3)
- (19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.02 to 20.83, inclusive.
- (20) Indirect #22: SCL TTEE GD Trust Dtd 10/26/05. (c3)
- (21) Indirect #23: KEL TTEE CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
- (22) Indirect #24: KEL, TTEE Under Irrevocable Trust Agreement with CHL III and MSL, Grantors dated 9/26/1989. (c3)

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.