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AMERICAN FINANCIAL GROUP INC

Form 4

March 19, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

0.5

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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(b).

Stock

Stock

Common

(Print or Type Responses)

See Instruction

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		3. Date of Earliest Transaction (Month/Day/Year) 03/18/2014	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
CINCINNAT	TI, OH 4520	2		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)			Table I - Non-Derivative Securities Acc	ies Acquired, Disposed of, or Beneficially Owned			

• • • • • • • • • • • • • • • • • • • •	, , ,	17 Table	ie 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if		onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities	Form: Direct	Indirect Beneficial Ownership		
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)				Beneficially Owned	(D) or Indirect (I)			
		(IIISu. 6)	· /			Following	(Instr. 4)	(Instr. 4)			
						Reported	(======================================	(======================================			
					(A) or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock	03/18/2014		A(1)	5,796	A	\$0	91,758	D			
Common Stock							233	I	By Trust		
Common							3,088.906 <u>(2)</u>	I	ESPP		

 $1,196.425 \frac{(3)}{}$ I

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

401(k)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable Date	Title Number				
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BERDING JOHN B 301 EAST FOURTH STREET 27TH FLOOR CINCINNATI, OH 45202

X

Signatures

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

03/19/2014

**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).
- Stock award from the Issuer made under the Senior Executive Equity Bonus Plan.
- Shares allocated to the Reporting Person's account under the Issuer's Employee Stock Purchase Plan (the "ESPP"). All ESPP information **(2)** reported herein is based on a plan statement dated as of 12/31/2013.
- 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 **(3)** Statement dated as of 12/31/2013.

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.

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