

LINDNER CARL H III

Form 4

March 23, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287Expires: January 31,
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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 CARL H III2. 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

(Street)

CINCINNATI, OH 45202

3. Date of Earliest Transaction
(Month/Day/Year)
03/21/20124. If Amendment, Date Original
Filed(Month/Day/Year)☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Co-CEO & Co-President

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)
Common Stock	02/03/2012		G	18,022 D \$ 0	2,638,677	D	
Common Stock	02/21/2012		G	20,913 D \$ 0	2,617,764	D	
Common Stock	03/21/2012		A ⁽¹⁾	55,635 A \$ 0	2,673,399	I	#1 ⁽²⁾
Common Stock					36,601	I	#2 ⁽³⁾
Common Stock					1,388,500	I	#12 ⁽⁴⁾

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Common Stock							176,166	I	#21 ⁽⁵⁾
Common Stock							113,091	I	#22 ⁽⁶⁾
Common Stock							146,659	I	#25 ⁽⁷⁾
Common Stock							1,748,824	I	#26 ⁽⁸⁾
Common Stock							77,671	I	#27 ⁽⁹⁾
Common Stock							742	I	#28 ⁽¹⁰⁾
Common Stock							135,465 ⁽¹¹⁾	I	#29 ⁽¹²⁾
Common Stock	02/08/2012		G	V	17,352	D	\$ 0 118,113	I	#29 ⁽¹²⁾
Common Stock	02/15/2012		G	V	30,470	D	\$ 0 87,643	I	#29 ⁽¹²⁾

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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 301 EAST FOURTH STREET CINCINNATI, OH 45202	X		Co-CEO & Co-President	

Signatures

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

03/23/2012

__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) Stock award from the Issuer made under 2011 Equity Bonus Plan.
 - (2) Indirect #1: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended.
 - (3) Indirect #2: Martha S. Lindner, (or her Successor) of the Martha S. Lindner Family Trust DTD 8/30/02 as amended.
 - (4) Indirect #12: Seraphim Partners LLC fka CHL Investments, LLC
 - (5) Indirect #21: Doug Marcian, TTEE MBL Trust Dtd 10/26/05.
 - (6) Indirect #22: Doug Marcian, TTEE GD Trust Dtd 10/26/05.
 - (7) Indirect #25: Lou Ann Flint TTEE MBL 2009 Consolidation Trust DTD 12/22/09.
 - (8) Indirect #26: CHL III 2010-1 Qualified Annuity Trust DTD 4/9/10.
 - (9) Indirect #27: Lou Ann Flint TTEE MBL 2009 Trust DTD 4/13/2009.
 - (10) Indirect #28 MBL TTEE MBL Trust DTD 1/17/2008
 - (11) On 2/7/2012, 115,830 shares of AFG common stock were transferred for no value from an LLC owned by the Reporting Person's parent.
 - (12) Indirect #29: Shares voting and dispositive power and holds a remainder interest in shares held by charitable lead annuity trust. The reporting person disclaims beneficial interest of the shares held by the trust except to the extent of his pecuniary interest in such shares.

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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