LINDNER CARL H

Form 5

February 05, 2008

OMB APPROVAL FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

Reported Form 4

Transactions Reported

1(b).

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) ONE EAST I	(First) FOURTH S'	(Middle) TREET	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2007	X DirectorX 10% Owner Officer (give titleX Other (specify below) Chairman of the Board			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Reporting (check applicable line)			

CINCINNATI, OHÂ 45202

(State)

(City)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)	(State)	(Zip) Tai	ble I - Non-De	erivative Secur	rities A	Acquired,	Disposed of, o	r 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 a or Disposed of (Instr. 3, 4 an	of (D)	red (A)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(D)	Price	4)		
Common Stock	09/12/2007	Â	G	900	D	\$ 0	9,159,395	I	#1 (1)
Common Stock	10/25/2007	Â	P	33,414.83 (2)	A	\$ 27.28	9,192,809	I	#1 (1)
Common Stock	10/30/2007	Â	G	36,633	D	\$ 0	9,156,176	I	#1 (1)
Common Stock	11/02/2007	Â	G	15,411	D	\$ 0	9,140,765	I	#1 (1)

3235-0362

January 31,

2005

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Number:

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Estimated average

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Common Stock	11/08/2007	Â	G	6,560	D	\$ 0	9,134,205	I	#1 (1)
Common Stock	11/14/2007	Â	G	22,029	D	\$ 0	9,112,176	I	#1 (1)
Common Stock	12/07/2007	Â	G	16,033	D	\$ 0	9,096,143	I	#1 (1)
Common Stock	12/11/2007	Â	G	10,880	D	\$ 0	9,085,263	I	#1 (1)
Common Stock	10/25/2007	Â	P	9,637.04 (2)	A	\$ 27.28	2,533,462 (3)	I	#2 (4)
Common Stock	10/25/2007	Â	P	7,907.949 (2)	A	\$ 27.28	2,078,904	I	#3 (5)
Common Stock	10/25/2007	Â	P	16.107 <u>(2)</u>	A	\$ 27.28	4,234	I	#4 (6)
Common Stock	Â	Â	Â	Â	Â	Â	2,398,648 (3)	I	#8 (7)
Common Stock	Â	Â	Â	Â	Â	Â	75,457	I	#9

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

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SEC 2270 (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)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Compensation	\$ 28.88	Â	Â	Â	Â	(8)	(8)	Common Stock	19,956.7

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners 2

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LINDNER CARL H
ONE EAST FOURTH STREET Â X Â X Â Chairman of the Board
CINCINNATI, OHÂ 45202

Signatures

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

02/05/2008

**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., TTEE for the CHL amended and Restated Family Trust dated 12/23/83.
- (2) These shares were purchased through the Issuer's Dividend Reinvestment Plan.
- (3) On October 4, 2007, Indirect #8 transferred 216,109 shares of the Company common stock to Indirect #2.
- (4) Indirect #2: By Edyth B. Lindner, Spouse.
- (5) Indirect #3: EBL TTEE of the Edyth B. Lindner Family Trust dated 4/13/04.
- (6) Indirect #4: By Carl H. Lindner, Jr., et al., Trustee of the CHL Amended and Restated Family Trust dated 1/22/82.
- (7) Indirect #8: By Joseph A. Pedoto, TTEE of the Edyth B. Lindner 2005-1 Qualified Annuity Trust dated 4/26/2005.
- Represents amounts deferred by the Reporting Person in the Issuer's Deferred Compensation Plan. The account value increases or
- (8) decreases based on the value of the Issuer's common stock. Upon termination of employment or earlier, if so elected, 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.

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