### LINDNER S CRAIG

Form 4/A August 06, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

AMERICAN FINANCIAL GROUP

Symbol

INC [AFG]

1(b).

(Print or Type Responses)

LINDNER S CRAIG

1. Name and Address of Reporting Person \*

		1	ite [m o]								
(Last) ONE EAS	(First) T FOURTH STR	(Month/Day/Year)				X Director 10% Owner X Officer (give title Other (specify low) below)  Co-CEO & Co-President					
CINCINN	Filed(Month/Day/Year)					Ap	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
CINCINN	A11, Off 43202					rson					
(City)	(State)	(Zip)	Table I - Non-	-Derivative	Secur	ities Acquir	ed, Disposed of, o	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Transaction Code	4. Securities on Disposed of (Instr. 3, 4)  Amount	f (D)		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	07/30/2009		M	82,500	A	\$ 13.1667	3,847,382	I	#1 (1)		
Common Stock	07/30/2009		M	82,500	A	\$ 13.2267	3,929,882	I	#1 (1)		
Common Stock	07/30/2009		F	87,765	D	\$ 24.81	3,842,117	I	#1 (1)		
Common Stock	07/30/2009		S	66,200	D	\$ 24.8 (2)	3,775,917	I	#1 (1)		
Common Stock	07/31/2009		S	131,000	D	\$ 24.5822 (3)	3,642,817	I	#1 (1)		

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Common Stock	08/03/2009	S	150,700	D	\$ 24.6964 (4)	3,492,117	I	#1 (1)
Common Stock						110,162	I	#3 (5)
Common Stock	08/03/2009	S	7,838	D	\$ 24.8097 (6)	21,560	I	#6 <u>(7)</u>
Common Stock						1,020,043	I	#9 <u>(8)</u>
Common Stock						1,485,000	I	#10 (9)
Common Stock						26,480	I	#12 (10)
Common Stock	08/03/2009	S	7,455	D	\$ 24.8902 (11)	56,149	I	#16 (12)
Common Stock						36,330	I	#20 (13)
Common Stock	08/03/2009	S	34,707	D	\$ 24.8387 (14)	306,861	I	#23 (15)

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)

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. Transacti Code (Instr. 8)	5. Number of or 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Exercise	\$ 13.2267	07/30/2009		M		82,500	(16)	02/21/2010	common	82,500

Stock

Option \$13.1667 07/30/2009 M 82,500 (16) 12/17/2010 common 82,500

Exercise

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LINDNER S CRAIG

ONE EAST FOURTH STREET X Co-CEO & Co-President

CINCINNATI, OH 45202

## **Signatures**

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact 08/06/2009

\*\*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: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.70 to \$24.97, 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 footnotes 3, 4, 6, 11 and 14 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 \$24.50 to 24.94, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.50 to \$24.73, inclusive.
- (5) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.80 to \$24.8350, inclusive.
- (7) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (8) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83. (SCL)
- (9) Indirect #10: SCL Investments, LLC (SCL)
- Indirect #12: The Company's Retirement and Savings Plans. The number of shares of Common Stock which would be represented by (10) 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. (SCL)
- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.89 to \$24.891, inclusive.
- (12) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)
- (13) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)
- (14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.81 to \$24.87, inclusive.

(15) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)

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These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the date of grant, with an additional 20% becoming exercisable on each subsequent anniversary. The Options were granted under the Issuer's Stock Option Plan pursuant to Rule 16b-3.

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.