Edgar Filing: LINDNER S CRAIG - Form 4/A

NUNTED C CD A IC

Form 4/A											
February 19, 2									OMB A	PPROVAL	
FORM	4 UNITE	D STATES					IGE (COMMISSION		3235-0287	
Section 16. Form 4 or Form 5 obligations may continue. Form 16. Filed pursuant to S Section 17(a) of the I			Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940						Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5		
<i>See</i> Instruc 1(b).	ction	50(II)	of the first	vestment	Company	Act	0117-	10			
(Print or Type Re	esponses)										
1. Name and Ad LINDNER S	2. Issuer Name and Ticker or Trading Symbol				-	5. Relationship of Reporting Person(s) to Issuer					
			AMERICAN FINANCIAL GROUP INC [AFG]					(Chec	(Check all applicable)		
(Last) ONE EAST H	(First) FOURTH ST	(Middle)	(Monul/Day/Tear) below)				title 10% Owner other (specify below) O & Co-President				
CINCINNAT	(Street) TI, OH 45202			ndment, Da th/Day/Year)10	-			6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person		erson	
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acc	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A) or Dia (D) (Instr. 3, 4	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	02/11/2010			A <u>(1)</u>	88,132	A	\$ 0	3,316,925	Ι	#1 <u>(2)</u>	
Common Stock								110,162	Ι	#3 <u>(3)</u>	
Common Stock								22,596	I	#6 <u>(4)</u>	
Common Stock								1,020,043	Ι	#9 <u>(5)</u>	
Common Stock								1,485,000	Ι	#10 <u>(6)</u>	

Edgar Filing: LINDNER S CRAIG - Form 4/A

Common Stock	39,220.26	Ι	#12 <u>(7)</u>
Common Stock	56,149	Ι	#16 <u>(8)</u>
Common Stock	36,330	Ι	#20 <u>(9)</u>
Common Stock	306,861	Ι	#23 (10)

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.

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	tive Expiration Date (Month/Day/Year) red (A) posed of 3, 4,		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
Employee Stock Option	\$ 24.83	02/11/2010		А	50,000	(11)	02/11/2020	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
LINDNER S CRAIG ONE EAST FOURTH STREET CINCINNATI, OH 45202	Х		Co-CEO & Co-President					
Signatures								
S. Craig Lindner By: Karl J. Grafe, a Attorney-in-Fact			02/19/2010					
<u>**</u> Signature of Reporting Pe		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) This number represents the grant of 17,500 shares of restricted stock that vests four years from the date of grant, as well as a 70,632 share stock grant.
- (2) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (3) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (4) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (5) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83. (SCL)
- (6) 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
 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 12/31/09. (SCL)

- (8) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)
- (9) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)
- (10) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)

These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the
(11) 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.