

LINDNER S CRAIG
 Form 5
 February 14, 2012

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 LINDNER S CRAIG

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 Co-CEO & Co-President

301 EAST FOURTH STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 2,071,316 | I | #1 (1) |
| Common Stock | Â | Â | Â | Â | Â | Â | 111,862 | I | #3 (2) |
| Common Stock | Â | Â | Â | Â | Â | Â | 25,873 | I | #6 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 27,798.5 (4) | I | #12 (5) |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|---------|---|---------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 225,546 | I | #23 ⁽⁶⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 194,939 | I | #24 ⁽⁷⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 301,805 | I | #25 ⁽⁸⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 27,000 | I | #26 ⁽⁹⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 19,635 | I | #27 ⁽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.

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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | (A) (D) | | | |
| Phantom Stock | Â | Â | Â | Â | Â | Â | Â | Common | Â |
| | | | | | | Â ⁽¹¹⁾ | Â ⁽¹¹⁾ | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| LINDNER S CRAIG 301 EAST FOURTH STREET CINCINNATI, OH 45202 | Â X | Â | Â | Co-CEO & Co-President |

Signatures

S. Craig Lindner By: Karl J. Grafe 02/14/2012

**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) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (2) indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
- (3) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act.
- (4) This number was incorrectly stated in the Reporting Person's Voluntary Form 4 filed on January 11, 2012.
- (5) Indirect #12: Held in the Company's Retirement and Savings Plan. The number of shares of Common Stock is based on a statement dated as of 12/31/011.
- (6) Indirect #23: CFL TR U/A DTD 4/12/05 FRL TTEE
- (7) Indirect #24: My Nyhart TTEE Christine CU Trust Agreement dtd 12/14/00.
- (8) Indirect #25: M. Nyhart TTEE CFL 2010 Consolidation Trust DTD 12/17/2010.
- (9) Indirect #26: M. Nyhart TTEE CFL 2010 Special Trust DTD 12/17/10.
- (10) indirect #27: Shares voting and dispositive power and holds a remainder interest in shares held by a 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.
Represents amounts held by the Reporting Person in a retirement plan of the Issuer based on a statement dated 12/31/2011. Each share is
- (11) the economic equivalent of one share of common stock. The Reporting Person's account balance is distributed in cash following termination of employment.

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.