

LINDNER CARL H
 Form 4
 March 03, 2008

FORM 4

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

OMB APPROVAL

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Check this box 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

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. Date of Earliest Transaction (Month/Day/Year)
 02/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board

ONE EAST FOURTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CINCINNATI, OH 45202

(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)
			Code	V	Amount	(A) or (D)	Price
Common Stock					0	D	
Common Stock	01/16/2008		G	V	7,323	D	\$ 0
Common Stock	01/17/2008		G	V	20,572	D	\$ 0
Common Stock	01/22/2008		G	V	1,897	D	\$ 0
Common Stock	01/25/2008		G	V	22,118	D	\$ 0

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Common Stock	01/25/2008	P	V	<u>43,515.355</u> ⁽²⁾	A	\$ 27.04	9,076,869	I	#1 <u>(1)</u>
Common stock	01/31/2008	G	V	5,365	D	\$ 0	9,071,504	I	#1 <u>(1)</u>
Common Stock	02/28/2008	P		5,500	A	\$ 26.35	9,077,004	I	#1 <u>(1)</u>
Common Stock	02/28/2008	P		500	A	\$ 26.63	9,077,504	I	#1 <u>(1)</u>
Common Stock	02/28/2008	P		18,900	A	\$ 26.64	9,096,404	I	#1 <u>(1)</u>
Common Stock	02/28/2008	P		100	A	\$ 26.642	9,096,504	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		4,700	A	\$ 26	9,101,204	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		1,100	A	\$ 26.06	9,102,304	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		400	A	\$ 26.07	9,102,704	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		200	A	\$ 26.08	9,102,904	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		600	A	\$ 26.09	9,103,504	I	#1 <u>(1)</u>
Common Stock	02/29/2008	P		13,600	A	\$ 26.1	9,117,104	I	#1 <u>(1)</u>
Common Stock	01/25/2008	P	V	<u>13,227.17</u> ⁽²⁾	A	\$ 27.04	<u>2,760,076</u> ⁽³⁾	I	#2 <u>(4)</u>
Common Stock	01/25/2008	P	V	<u>10,010.753</u> ⁽²⁾	A	\$ 27.04	2,088,915	I	#3 <u>(5)</u>
Common Stock	01/25/2008	P	V	<u>20.389</u> ⁽²⁾	A	\$ 27.04	4,254	I	#4 <u>(6)</u>
Common Stock							<u>2,185,261</u> ⁽³⁾	I	#8 <u>(7)</u>
Common Stock							75,457	I	#9 <u>(8)</u>

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Title
	Director	10% Owner	Officer	Other	
LINDNER CARL H ONE EAST FOURTH STREET CINCINNATI, OH 45202	X	X			Chairman of the Board

Signatures

Carl H. Lindner, By Karl J. Grafe, as Attorney-in-Fact 03/03/2008

**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 January 3, 2008, Indirect #8 transferred 213,387 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.
- (8) Indirect #9: 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 12/31/07.

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.