

LINDNER CARL H III
 Form 4
 February 24, 2003

FORM 4	U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549	OMB APPROVAL OMB Number : 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response 0.5
[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations continue. See Instruction 1(b)	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Filed pursuant to section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utilities Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940	

(Print or Type Responses)

1. Name and Address of Reporting Person Lindner III Carl H. (Last) (First) One East Fourth Street (Street) Cincinnati, Ohio 45202 (City) (State)	2. Issuer Name and Ticker or Trading Symbol AMERICAN FINANCIAL GROUP, INC. (AFG)	6. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
	3. IRS Identification Number, if an entity (Voluntary)	4. Statement for Month/Day/Year February 20, 2003
		5. If Amendment Date of Original (Month/Day/Year)
	Table I - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned	
1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any
	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3,4 and 5)
	5. Amount Owned Beneficially Owned	6. Nature of Relationship of In-Direct Beneficially Owned

Edgar Filing: LINDNER CARL H III - Form 4

	(Month/ Day/ Year)	(Month/ Day/ Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transactions (Instr. 3 and 4)	(D) or Indirect Ownership (Instr. 4)	Official Ownership (Instr. 4)
Common Stock								277,039	D	
Common Stock							2,337,965(a)		I	#1
Common Stock							19,826		I	#2
Common Stock							-0-		I	#3
Common Stock							1,470.98		I	#4
Common Stock							509,873		I	#5
Common Stock							81,219		I	#6
Common Stock							-0-(a)		I	#7
Common Stock							18,660(a)		I	#8
Common Stock							18,660(a)		I	#9
Common Stock							18,660(a)		I	#10
Common Stock							1,596,122(a)		I	#11
Common Stock							1,000,000		I	#12
Common Stock							18,660(a)		I	#13

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

Over

*If the form is filed by more than one reporting person, see Instruction 4(b)(v)

SEC 1474 (9-02)

<PAGE>

FORM 4 (continued)				Table II - Derivative Securities Acquired, Disposed of, or Exercised						
(e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	3A Deemed Execution Date, if any	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 of Underlying Security (Instr. 3)
	Security	(Month/ Day/ Year)	(Month/ Day/ Year)					Date	Expiration	
				Code	V	(A)	(D)	Exercisable	Date	Title

Edgar Filing: LINDNER CARL H III - Form 4

Employee Stock Option	\$18.45	2/20/03		A		55,000		(a)	2/23/13	Com Stoc

Explanation of Responses:

(a) 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.

- Indirect #1 By Carl H. Lindner III For the Second Amended & Restated Carl H. Lindner III Family Trust dated 3-11-94.
- Indirect #2 By Martha S. Lindner (Spouse), Trustee For the Second Amended & Restated Martha S. Lindner Family Trust dated 3-11-94.
- Indirect #3 By Martha S. Lindner (Spouse).
- Indirect #4 Allocated to the Reporting Person's account in the Issuer's Retirement and Savings Plan ("401(k) Plan"), based on a 401(k) Plan statement dated as of 12/31/01.
- Indirect #5 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 11-1-82.
- Indirect #6 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 7-1-83.
- Indirect #7 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 10-23-84.
- Indirect #8 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 10-23-84.
- Indirect #9 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 8-23-85.
- Indirect #10 By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 9-26-89.
- Indirect #11 By Carl H. Lindner III Trustee of the Carl H. Lindner III 1997-1 Qualified Annuity Trust dated January 16, 1997.
- Indirect #12 CHL Investments, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person
- Indirect #13 Blake B. Lindner.

**Intentional misstatements or omissions of facts constitute Federal Criminal violations
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Karl J. Grafe

** Signature of Reporting Person

February 24, 2003

Date

Note: File three copies of this Form, one of which must be manually signed

By: Karl J. Grafe, as attorney-in-fact
Page 2

If space provided is insufficient, see Instruction 6 for procedure

SEC 1474 (3/91)