

AMERICAN FINANCIAL GROUP INC
 Form 4
 August 15, 2007

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)
ONE EAST FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2007

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

CINCINNATI, OH 45202
 (City) (State) (Zip)

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

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	04/20/2007		J ⁽¹⁾	V 194 A \$ 0 194 ⁽²⁾		D	
Common Stock	01/10/2007		G	V 5,766 D \$ 0 9,061,413 ⁽²⁾		I	#1 ⁽³⁾
Common Stock	01/19/2007		G	V 4,251 D \$ 0 9,057,162		I	#1 ⁽³⁾
Common Stock	01/25/2007		P	V 26,585 ⁽⁴⁾ A \$ 0 9,083,747		I	#1 ⁽³⁾
Common Stock	01/26/2007		G	V 9,914 D \$ 0 9,073,833		I	#1 ⁽³⁾

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Common Stock	02/01/2007	G	V	33,924	D	\$ 0	9,039,909	I	#1 ⁽³⁾
Common Stock	02/05/2004	G	V	14,074	D	\$ 0	9,025,835	I	#1 ⁽³⁾
Common Stock	02/12/2007	G	V	2,780	D	\$ 0	9,023,055	I	#1 ⁽³⁾
Common Stock	02/14/2007	G	V	11,844	D	\$ 0	9,011,211	I	#1 ⁽³⁾
Common Stock	02/21/2007	G	V	2,752	D	\$ 0	9,008,459	I	#1 ⁽³⁾
Common Stock	02/23/2007	G	V	33,208	D	\$ 0	8,975,251	I	#1 ⁽³⁾
Common Stock	03/01/2007	G	V	1,013	D	\$ 0	8,974,238	I	#1 ⁽³⁾
Common Stock	03/06/2007	G	V	11,832	D	\$ 0	8,962,406	I	#1 ⁽³⁾
Common Stock	03/08/2007	G	V	19,976	D	\$ 0	8,942,430	I	#1 ⁽³⁾
Common Stock	03/13/2007	G	V	1,480	D	\$ 0	8,940,950	I	#1 ⁽³⁾
Common Stock	03/16/2007	G	V	10,479	D	\$ 0	8,930,471	I	#1 ⁽³⁾
Common Stock	03/21/2007	G	V	7,411	D	\$ 0	8,923,060	I	#1 ⁽³⁾
Common Stock	03/26/2007	G	V	74,426	D	\$ 0	8,848,634	I	#1 ⁽³⁾
Common Stock	03/30/2007	G	V	102,850	D	\$ 0	8,745,784	I	#1 ⁽³⁾
Common Stock	04/11/2007	G	V	7,863	D	\$ 0	8,737,921	I	#1 ⁽³⁾
Common Stock	04/20/2007	G	V	41,593	D	\$ 0	8,696,328	I	#1 ⁽³⁾
Common Stock	04/23/2007	G	V	424	D	\$ 0	8,695,904	I	#1 ⁽³⁾
Common Stock	01/25/2007	P	V	5,686 ⁽⁴⁾	A	\$ 35.295	1,932,307	I	#2 ⁽⁵⁾
Common Stock	04/25/2007	P	V	6,221 ⁽⁴⁾	A	\$ 35.35	2,119,172 ⁽²⁾	I	#2 ⁽⁵⁾
Common Stock	01/25/2007	P	V	6,055 ⁽⁴⁾	A	\$ 35.295	2,057,942	I	#3 ⁽⁶⁾
	01/25/2007	P	V	6,059 ⁽⁴⁾	A	\$ 35.35	2,064,001	I	#3 ⁽⁶⁾

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Common
Stock

Common Stock	01/25/2007	P	V	12 <u>(4)</u>	A	\$ 35.295	4,191	I	#4 <u>(7)</u>
Common Stock	04/25/2007	P	V	12 <u>(4)</u>	A	\$ 35.35	4,203	I	#4 <u>(7)</u>
Common Stock							2,795,506 <u>(2)</u>	I	#8 <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)

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 Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

08/15/2007

__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) Distribution from the Reporting Persons Retirement Account.

(2) On January 1, 2007, Indirect #8 transferred 170,421 shares of the Issuer's common stock to Indirect #2 and on March 30, 2007, Indirect #8 transferred 180,644 shares of the Issuer's common stock to Indirect #2.

(3) Indirect #1: By Carl H. Lindner Jr., et al, TTEE for the CHL Amended and Restated Family Trust dated 12/23/83.

(4) These shares were purchased through the Issuer's Dividend Reinvestment Plan

(5) Indirect #2: By Edyth B. Lindner, Spouse.

(6) Indirect #3: EBL TTEE of the Edyth B. Lindner Family Trust dated 4/13/04.

(7) Indirect #4: By Carl H. Lindner, Jr., et al, Trustee of the CHL Amended and Restated Family Trust dated 1/22/82.

(8) Indirect #8: By Joseph A. Pedoto, TTEE of the Edyth B. Lindner 2005-1 Qualified Annuity trust dated 4/26/2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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