

AMERICAN FINANCIAL GROUP INC

Form 4

September 15, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LINDNER CARL H III

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)

CINCINNATI, OH 45202

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2006

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Co-CEO & Co-President

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							0	D		
Common Stock	09/14/2006		S		950	D	\$ 47.84	1,647,792	I	#1 <u>(1)</u>
Common Stock	09/13/2006		S		2,500	D	\$ 47.86	1,645,292	I	#1 <u>(1)</u>
Common Stock								21,117	I	#2 <u>(2)</u>
Common Stock								14,878.2	I	#4 <u>(3)</u>

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Common Stock						509,873	I	#5 ⁽⁴⁾
Common Stock						81,219	I	#6 ⁽⁵⁾
Common Stock						22,468	I	#10 ⁽⁶⁾
Common Stock	09/14/2006	S	4,250	D	\$ 47.5	995,750	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	500	D	\$ 47.51	995,250	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	2,650	D	\$ 47.53	992,600	I	#12
Common Stock	09/14/2006	S	10,600	D	\$ 47.6	982,000	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	2,000	D	\$ 47.65	980,000	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	50	D	\$ 47.82	979,950	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	900	D	\$ 47.85	979,050	I	#12 ⁽⁷⁾
Common Stock	09/14/2006	S	50	D	\$ 47.87	979,000	I	#12 ⁽⁷⁾

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

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SEC 1474
(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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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 III ONE EAST FOURTH STREET CINCINNATI, OH 45202	X		Co-CEO & Co-President	

Signatures

Carl H. Lindner III by: Karl J. Grafe,
Attorney-in-Fact

09/15/2006

__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 III, For the Second Amended & Restated Carl H. Lindner III Family Trust Dated 3/11/94.
- (2) Indirect #2 By Marth S. Lindner (Spouse), Trustee for the Second Amended and Restated Marth A. Lindner Family Trust dated 3/11/94.
- Indirect #4 The Company Retirement and Savings Account. the number of shares of common Stock which would be represented by the
- (3) value fo the Reporting Person's Company Securities funds account in the Issuer's Reitirement and Savings Plan is based on a statement dated as of 12/31/2005
- (4) Indirect #5: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 11/1/82.
- (5) Indirect #6: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 7/1/83.
- (6) 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.
- (7) Indirect #12: CHL Investments, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person.

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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