

BERDING JOHN B  
Form 5  
February 13, 2019

**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 \*  
BERDING JOHN B

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)  
12/31/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President of Subsidiary

301 EAST FOURTH STREET, 27TH FLOOR

(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)	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)
				(A) or (D) Price			
Common Stock	^	^	^	^ ^ ^	44,045.029 (1)	D	^
Common Stock	^	^	^	^ ^ ^	233	I	By Trust
Common Stock	^	^	^	^ ^ ^	3,575.5938	I	ESPP (2)
Common Stock	^	^	^	^ ^ ^	66.3472	I	ESPP DRIP (3)

Common Stock      ^      ^      ^      ^      ^      ^      1,375.16      I      401(k) <sup>(4)</sup>

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 of Derivative Security (Instr. 3)
Phantom Stock					(A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
						^ (5)      ^ (5)	Common Stock	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERDING JOHN B 301 EAST FOURTH STREET 27TH FLOOR CINCINNATI, OH 45202	^ X	^	^ President of Subsidiary	^

### Signatures

John B. Berding By: Karl J. Grafe, as Attorney-in-Fact      02/13/2019

\_\_\_\_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) Includes 3,588.689 shares held in the Company's Dividend Reinvestment Plan as of 12/31/2018.
- (2) Shares owned by the Reporting Person in the Issuer's Employee Stock Purchase Plan ("ESPP"). All ESPP information reporting herein is based on a plan statement dated as of 12/31/2018.
- (3)

## Edgar Filing: BERDING JOHN B - Form 5

Represents shares purchased by the Reporting Person through dividend reinvestment within the Issuer's Employee Stock Purchase Plan ("ESPP"). All ESPP DRIP information reporting herein is based on a plan statement dated as of 12/31/2018.

- (4) Represents shares held in the Issuer's 401(k) Retirement and Savings Plan. The number of shares of Common Stock is based on a Plan Statement dated as of 12/31/2018.

- (5) Represents amounts held by the Reporting Person in the Issuer's retirement plan based on a statement dated 12/31/2018. Each share is the economic equivalent of one share of common stock. Upon termination of employment or earlier, if so elected, the Reporting Person's account balances may be distributed, at the option of the Issuer, either in cash or in shares of the Issuer's common stock.

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.