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AMERICAN FINANCIAL GROUP INC
Form 13F-HR
November 14, 2012

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

FORM 13F

FORM 13F COVER PAGE

Report for the Quarter Ended September 30, 2012

AMERICAN FINANCIAL GROUP, INC.
301 East Fourth Street, Cincinnati, Ohio 45202

(Name and Address of Institutional Investment Manager Filing this Report)

Form 13F File Number: 28-4389

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Brian S. Hertzman
Assistant Vice President and Controller
(513) 579-2153

(Name, Title and Phone Number of Person Signing
this Report on Behalf of Reporting Manager)

Signature:

/s/Brian S. Hertzman Cincinnati, Ohio November 14, 2012

Brian S. Hertzman
Assistant Vice President and Controller

Report Type:

- 13F HOLDINGS REPORT.
- 13F NOTICE.
- 13F COMBINATION REPORT.

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FORM 13F SUMMARY PAGE

| | |
|---|-----------|
| Number of Other Included Managers: | 2 |
| Form 13F Information Table Entry Total: | 165 |
| Form 13F Information Table Value Total (thousands): | \$992,752 |

Name and 13F file numbers of all Institutional Investment Managers with respect to which this schedule is filed (other than American Financial Group, Inc.):

| Number | 13F File Number | Name of Subsidiary |
|--------|-----------------|---------------------------------------|
| ----- | ----- | ----- |
| 1. | 28-498 | Great American Insurance Company |
| 2. | Unassigned | Great American Life Insurance Company |

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FORM 13F INFORMATION TABLE

| Column 1: Name of Issuer | Column 2: Title of Class | Column 3: CUSIP | Column 4: Market Value (000's) | Column 5: Shares or Principal Amount | Column 6: Investment Discretion M |
|--|--------------------------------|--------------------|---|---|---|
| HOLDINGS OF GREAT AMERICAN INSURANCE COMPANY | | | | | |
| AIR PRODS & CHEMS INC | COM | 009158 10 6 | 11,378 | 137,584SH | Defined |
| ANWORTH MORTGAGE ASSET CP | COM | 037347 10 1 | 850 | 125,000SH | Defined |
| APPLE INC | COM | 037833 10 0 | 6,671 | 10,000SH | Defined |
| ARCH COAL INC | COM | 039380 10 0 | 4,716 | 745,000SH | Defined |
| BANK OF AMERICA CORPORATION | COM | 060505 10 4 | 5,370 | 608,120SH | Defined |
| BEST BUY INC | COM | 086516 10 1 | 3,196 | 185,800SH | Defined |
| CAPITOL FED FINL INC | COM | 14057J 10 1 | 431 | 36,000SH | Defined |
| CHEVRON CORP NEW | COM | 166764 10 0 | 7,145 | 61,300SH | Defined |
| CITIGROUP INC | COM NEW | 172967 42 4 | 11,943 | 365,000SH | Defined |
| COMCAST CORP NEW | CL A | 20030N 10 1 | 8,346 | 233,500SH | Defined |
| DELL INC | COM | 24702R 10 1 | 1,971 | 200,000SH | Defined |
| DELTA AIR LINES INC DEL | COM NEW | 247361 70 2 | 378 | 41,216SH | Defined |
| ELLINGTON FINANCIAL LLC | COM | 288522 30 3 | 7,136 | 312,700SH | Defined |
| EMERSON ELEC CO | COM | 291011 10 4 | 6,516 | 135,000SH | Defined |
| FIRST FINL BANCORP OH | COM | 320209 10 9 | 3,720 | 220,000SH | Defined |
| FLAGSTAR BANCORP INC | COM NEW | 337930 50 7 | 18 | 16,500SH | Defined |
| FULL HOUSE RESORTS INC | COM | 359678 10 9 | 132 | 35,331SH | Defined |
| GENERAL ELECTRIC CO | COM | 369604 10 3 | 13,967 | 615,000SH | Defined |
| HCA HOLDINGS INC | COM | 40412C 10 1 | 5,937 | 178,559SH | Defined |
| HANMI FINL CORP | COM NEW | 410495 20 4 | 1,654 | 129,113SH | Defined |
| HEINZ H J CO | COM | 423074 10 3 | 11,624 | 207,750SH | Defined |
| HEWLETT PACKARD CO | COM | 428236 10 3 | 9,946 | 583,000SH | Defined |
| HOMESTREET INC | COM | 43785V 10 2 | 1,522 | 40,000SH | Defined |
| HUNTINGTON INGALLS INDS INC | COM | 446413 10 6 | 841 | 20,000SH | Defined |
| INSTEEL INDUSTRIES INC | COM | 45774W 10 8 | 289 | 24,609SH | Defined |
| INTEL CORP | COM | 458140 10 0 | 11,984 | 529,000SH | Defined |
| INTERNATIONAL BUSINESS MACHS | COM | 459200 10 1 | 11,565 | 55,750SH | Defined |
| INTERPUBLIC GROUP COS INC | COM | 460690 10 0 | 56 | 5,000SH | Defined |
| JPMORGAN CHASE & CO | COM | 46625H 10 0 | 13,763 | 340,000SH | Defined |
| JOHNSON & JOHNSON | COM | 478160 10 4 | 16,607 | 241,000SH | Defined |
| KELLOGG CO | COM | 487836 10 8 | 11,306 | 218,850SH | Defined |
| KIMBERLY CLARK CORP | COM | 494368 10 3 | 17,156 | 200,000SH | Defined |
| KOHL'S CORP | COM | 500255 10 4 | 14,342 | 280,000SH | Defined |
| KRAFT FOODS INC | CL A | 50075N 10 4 | 11,299 | 273,250SH | Defined |
| LEUCADIA NATL CORP | COM | 527288 10 4 | 174 | 7,633SH | Defined |
| LINCOLN NATL CORP IND | COM | 534187 10 9 | 1,210 | 50,000SH | Defined |
| LOCKHEED MARTIN CORP | COM | 539830 10 9 | 2,848 | 30,500SH | Defined |
| LOWES COS INC | COM | 548661 10 7 | 968 | 32,000SH | Defined |
| MYR GROUP INC DEL | COM | 55405W 10 4 | 7,673 | 384,615SH | Defined |
| MEDTRONIC INC | COM | 585055 10 6 | 5,174 | 120,000SH | Defined |
| MERCK & CO INC NEW | COM | 58933Y 10 5 | 11,319 | 251,000SH | Defined |
| METLIFE INC | COM | 59156R 10 8 | 4,807 | 139,500SH | Defined |
| MICROSOFT CORP | COM | 594918 10 4 | 19,389 | 651,500SH | Defined |
| MOTRICITY INC | COM | 620107 10 2 | 28 | 56,525SH | Defined |

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|------------------------------|---------|--------|------|---------|--------------|---------|
| NATIONAL INTERSTATE CORP | COM | 63654U | 10 0 | 263,160 | 10,200,000SH | Defined |
| NEW YORK CMNTY BANCORP INC | COM | 649445 | 10 3 | 4,956 | 350,000SH | Defined |
| OMNICOM GROUP INC | COM | 681919 | 10 6 | 5,001 | 97,000SH | Defined |
| OMEROS CORP | COM | 682143 | 10 2 | 959 | 102,040SH | Defined |
| PATTERSON UTI ENERGY INC | COM | 703481 | 10 1 | 633 | 40,000SH | Defined |
| PEOPLES UNITED FINANCIAL INC | COM | 712704 | 10 5 | 10,076 | 830,000SH | Defined |
| PEPSICO INC | COM | 713448 | 10 8 | 15,219 | 215,050SH | Defined |
| PFIZER INC | COM | 717081 | 10 3 | 10,387 | 418,000SH | Defined |
| PROCTER & GAMBLE CO | COM | 742718 | 10 9 | 9,017 | 130,000SH | Defined |
| PRUDENTIAL FINL INC | COM | 744320 | 10 2 | 2,453 | 45,000SH | Defined |
| RAYTHEON CO | COM NEW | 755111 | 50 7 | 4,316 | 75,500SH | Defined |
| STAPLES INC | COM | 855030 | 10 2 | 2,880 | 250,000SH | Defined |
| TARGET CORP | COM | 87612E | 10 6 | 12,059 | 190,000SH | Defined |
| 3M CO | COM | 88579Y | 10 1 | 13,077 | 141,500SH | Defined |
| TIME WARNER INC | COM NEW | 887317 | 30 3 | 1,755 | 38,716SH | Defined |
| TORTOISE ENERGY CAP CORP | COM | 89147U | 10 0 | 725 | 25,800SH | Defined |
| UNITED CONTL HLDGS INC | COM | 910047 | 10 9 | 2,535 | 130,024SH | Defined |
| VERISK ANALYTICS INC | CL A | 92345Y | 10 6 | 75,555 | 1,586,964SH | Defined |
| VIRGIN MEDIA INC | COM | 92769L | 10 1 | 11,854 | 402,907SH | Defined |
| WAL-MART STORES INC | COM | 931142 | 10 3 | 10,332 | 140,000SH | Defined |
| WALGREEN CO | COM | 931422 | 10 9 | 8,982 | 246,500SH | Defined |
| WASTE MGMT INC DEL | COM | 94106L | 10 9 | 14,754 | 459,900SH | Defined |
| WELLS FARGO & CO NEW | COM | 949746 | 10 1 | 11,740 | 340,000SH | Defined |

HOLDINGS OF GREAT AMERICAN LIFE INSURANCE COMPANY

| | | | | | | |
|---------------------------|---------------|--------|------|--------|-----------|---------|
| ----- | | | | | | |
| AIR PRODS & CHEMS INC | COM | 009158 | 10 6 | 4,549 | 55,000SH | Defined |
| ALLIANCE RES PARTNER L P | UT LTD PART | 01877R | 10 8 | 3,065 | 51,119SH | Defined |
| ANNALY CAP MGMT INC | COM | 035710 | 40 9 | 1,347 | 80,000SH | Defined |
| ANWORTH MORTGAGE ASSET CP | COM | 037347 | 10 1 | 850 | 125,000SH | Defined |
| APPLE INC | COM | 037833 | 10 0 | 6,671 | 10,000SH | Defined |
| BP PLC | SPONSORED ADR | 055622 | 10 4 | 13,767 | 325,000SH | Defined |
| BEST BUY INC | COM | 086516 | 10 1 | 1,514 | 88,000SH | Defined |
| CISCO SYS INC | COM | 17275R | 10 2 | 13,367 | 700,000SH | Defined |
| CITIGROUP INC | COM NEW | 172967 | 42 4 | 6,217 | 190,000SH | Defined |
| DELTA AIR LINES INC DEL | COM NEW | 247361 | 70 2 | 246 | 26,829SH | Defined |
| DEX ONE CORP | COM | 25212W | 10 0 | 13 | 10,772SH | Defined |
| ELLINGTON FINANCIAL LLC | COM | 288522 | 30 3 | 16,000 | 701,153SH | Defined |
| FLAGSTAR BANCORP INC | COM NEW | 337930 | 50 7 | 18 | 16,500SH | Defined |
| FULL HOUSE RESORTS INC | COM | 359678 | 10 9 | 119 | 31,617SH | Defined |
| HANMI FINL CORP | COM NEW | 410495 | 20 4 | 2,829 | 220,838SH | Defined |
| HEWLETT PACKARD CO | COM | 428236 | 10 3 | 4,163 | 244,000SH | Defined |
| HOMESTREET INC | COM | 43785V | 10 2 | 4,567 | 120,000SH | Defined |
| INSTEEL INDUSTRIES INC | COM | 45774W | 10 8 | 261 | 22,216SH | Defined |
| JPMORGAN CHASE & CO | COM | 46625H | 10 0 | 1,214 | 30,000SH | Defined |
| LEUCADIA NATL CORP | COM | 527288 | 10 4 | 189 | 8,315SH | Defined |
| LINCOLN NATL CORP IND | COM | 534187 | 10 9 | 4,112 | 170,000SH | Defined |
| MARATHON OIL CORP | COM | 565849 | 10 6 | 7,984 | 270,000SH | Defined |
| METLIFE INC | COM | 59156R | 10 8 | 10,190 | 295,700SH | Defined |
| MOTRICITY INC | COM | 620107 | 10 2 | 42 | 84,788SH | Defined |
| OMEROS CORP | COM | 682143 | 10 2 | 1,439 | 153,061SH | Defined |
| ORACLE CORP | COM | 68389X | 10 5 | 4,876 | 155,000SH | Defined |
| PATTERSON UTI ENERGY INC | COM | 703481 | 10 1 | 633 | 40,000SH | Defined |
| PHARMACYCLICS INC | COM | 716933 | 10 6 | 1,290 | 20,000SH | Defined |
| PRUDENTIAL FINL INC | COM | 744320 | 10 2 | 8,177 | 150,000SH | Defined |
| RESEARCH IN MOTION LTD | COM | 760975 | 10 2 | 750 | 100,000SH | Defined |
| SOUTHWEST AIRLS CO | COM | 844741 | 10 8 | 2,149 | 245,000SH | Defined |

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|--------------------------|---------------|--------|------|--------|-----------|---------|
| TORTOISE ENERGY CAP CORP | COM | 89147U | 10 0 | 2,416 | 85,900SH | Defined |
| TWO HBRS INVT CORP | COM | 90187B | 10 1 | 1,704 | 145,000SH | Defined |
| UNITED CONTL HLDGS INC | COM | 910047 | 10 9 | 2,243 | 115,000SH | Defined |
| VIRGIN MEDIA INC | COM | 92769L | 10 1 | 4,538 | 154,238SH | Defined |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W | 20 9 | 10,417 | 365,500SH | Defined |

HOLDINGS OF OTHER ENTITIES
EACH HAVING LESS THAN
\$100 MILLION IN 13F SECURITIES

| | | | | | | |
|------------------------------|-----------------|--------|------|-------|-----------|---------|
| ACE LTD | SHS | H0023R | 10 5 | 4,763 | 63,000SH | Sole |
| AT&T INC | COM | 00206R | 10 2 | 773 | 20,500SH | Defined |
| ABBOTT LABS | COM | 002824 | 10 0 | 624 | 9,100SH | Defined |
| ACTUATE CORP | COM | 00508B | 10 2 | 129 | 18,345SH | Defined |
| AMERICAN EQTY INVT LIFE HLD | COM | 025676 | 20 6 | 134 | 11,502SH | Defined |
| ARCH COAL INC | COM | 039380 | 10 0 | 696 | 110,000SH | Defined |
| BP PLC | SPONSORED ADR | 055622 | 10 4 | 1,906 | 45,000SH | Defined |
| BANK OF AMERICA CORPORATION | COM | 060505 | 10 4 | 3,519 | 398,480SH | Defined |
| BERKLEY W R CORP | COM | 084423 | 10 2 | 4,386 | 117,000SH | Sole |
| BEST BUY INC | COM | 086516 | 10 1 | 1,483 | 86,200SH | Defined |
| BLDRS INDEX FDS TR | EMER MK 50 ADR | 09348R | 30 0 | 413 | 10,529SH | Defined |
| CAMPBELL SOUP CO | COM | 134429 | 10 9 | 522 | 15,000SH | Defined |
| CARDINAL FINL CORP | COM | 14149F | 10 9 | 166 | 11,578SH | Defined |
| CHEVRON CORP NEW | COM | 166764 | 10 0 | 408 | 3,500SH | Defined |
| CHUBB CORP | COM | 171232 | 10 1 | 5,416 | 71,000SH | Sole |
| CONOCOPHILLIPS | COM | 20825C | 10 4 | 400 | 7,000SH | Defined |
| DELL INC | COM | 24702R | 10 1 | 1,971 | 200,000SH | Defined |
| DELTA AIR LINES INC DEL | COM NEW | 247361 | 70 2 | 119 | 13,003SH | Defined |
| DOLAN CO | COM | 25659P | 40 2 | 119 | 22,181SH | Defined |
| DU PONT E I DE NEMOURS & CO | COM | 263534 | 10 9 | 276 | 5,500SH | Defined |
| EATON CORP | COM | 278058 | 10 2 | 544 | 11,500SH | Defined |
| ELLINGTON FINANCIAL LLC | COM | 288522 | 30 3 | 913 | 40,000SH | Defined |
| GENERAL ELECTRIC CO | COM | 369604 | 10 3 | 795 | 35,000SH | Defined |
| GENERAL MLS INC | COM | 370334 | 10 4 | 598 | 15,000SH | Defined |
| GLOBAL CASH ACCESS HLDGS INC | COM | 378967 | 10 3 | 119 | 14,801SH | Defined |
| HEWLETT PACKARD CO | COM | 428236 | 10 3 | 1,587 | 93,000SH | Defined |
| HOMESTREET INC | COM | 43785V | 10 2 | 3,045 | 80,000SH | Defined |
| ILLINOIS TOOL WKS INC | COM | 452308 | 10 9 | 327 | 5,500SH | Defined |
| INDEXIQ ETF TR | IQ GLB RES ETF | 45409B | 88 3 | 280 | 9,861SH | Defined |
| INTERPUBLIC GROUP COS INC | COM | 460690 | 10 0 | 667 | 60,000SH | Defined |
| ISHARES TR | MSCI EAFE INDEX | 464287 | 46 5 | 396 | 7,464SH | Defined |
| JOHNSON & JOHNSON | COM | 478160 | 10 4 | 565 | 8,200SH | Defined |
| KEY ENERGY SVCS INC | COM | 492914 | 10 6 | 76 | 10,921SH | Defined |
| KEYCORP NEW | COM | 493267 | 10 8 | 456 | 52,222SH | Defined |
| KIMBERLY CLARK CORP | COM | 494368 | 10 3 | 699 | 8,150SH | Defined |
| LTX-CREDENCE CORP | COM NEW | 502403 | 20 7 | 99 | 17,184SH | Defined |
| LEGGETT & PLATT INC | COM | 524660 | 10 7 | 714 | 28,500SH | Defined |
| LEUCADIA NATL CORP | COM | 527288 | 10 4 | 12 | 526SH | Defined |
| LILLY ELI & CO | COM | 532457 | 10 8 | 759 | 16,000SH | Defined |
| LOCKHEED MARTIN CORP | COM | 539830 | 10 9 | 756 | 8,100SH | Defined |
| MANAGED HIGH YIELD PLUS FD I | COM | 561911 | 10 8 | 22 | 10,000SH | Defined |
| MERCK & CO INC NEW | COM | 58933Y | 10 5 | 902 | 20,000SH | Defined |
| MICROSOFT CORP | COM | 594918 | 10 4 | 446 | 15,000SH | Defined |
| OMNICOM GROUP INC | COM | 681919 | 10 6 | 1,959 | 38,000SH | Defined |
| PETROQUEST ENERGY INC | COM | 716748 | 10 8 | 107 | 15,962SH | Defined |
| PFIZER INC | COM | 717081 | 10 3 | 497 | 20,000SH | Defined |
| PHILIP MORRIS INTL INC | COM | 718172 | 10 9 | 585 | 6,500SH | Defined |

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|---------------------------|----------------|--------|----|---|-------|-----------|---------|
| POWERSHARES ETF TRUST | DYNAMIC MKT PT | 73935X | 10 | 4 | 1,277 | 26,391SH | Defined |
| POWERSHARES ETF TRUST | HI YLD EQ DVDN | 73935X | 30 | 2 | 290 | 29,947SH | Defined |
| PROCTER & GAMBLE CO | COM | 742718 | 10 | 9 | 651 | 9,391SH | Defined |
| PRUDENTIAL FINL INC | COM | 744320 | 10 | 2 | 1,090 | 20,000SH | Defined |
| RAMCO-GERSHENSON PPTYS TR | COM SH BEN INT | 751452 | 20 | 2 | 131 | 10,478SH | Defined |
| RAYTHEON CO | COM NEW | 755111 | 50 | 7 | 692 | 12,100SH | Defined |
| RESEARCH IN MOTION LTD | COM | 760975 | 10 | 2 | 300 | 40,000SH | Defined |
| SYSCO CORP | COM | 871829 | 10 | 7 | 594 | 19,000SH | Defined |
| THOMSON REUTERS CORP | COM | 884903 | 10 | 5 | 519 | 18,000SH | Defined |
| UNITED CONTL HLDGS INC | COM | 910047 | 10 | 9 | 1,073 | 55,000SH | Defined |
| VANGUARD INDEX FDS | REIT ETF | 922908 | 55 | 3 | 305 | 4,694SH | Defined |
| VIACOM INC NEW | CL B | 92553P | 20 | 1 | 6,431 | 120,000SH | Defined |
| VIRGIN MEDIA INC | COM | 92769L | 10 | 1 | 6,239 | 212,050SH | Defined |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W | 20 | 9 | 2,693 | 94,500SH | Defined |
| WISCONSIN ENERGY CORP | COM | 976657 | 10 | 6 | 603 | 16,000SH | Defined |

REPORT TOTAL

\$992,752
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