

LINDNER CARL H III

Form 4

December 19, 2012

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
Estimated average
burden hours per
response... 0.5

(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)

301 EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2012

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

Co-CEO & Co-President

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)
Common Stock	09/06/2012		G	V 23,490 D \$ 0	2,641,424	I	#1 ⁽¹⁾
Common Stock	10/23/2012		G	V 337 A \$ 0	2,673,327 ⁽²⁾	I	#1 ⁽¹⁾
Common Stock	12/17/2012		S	50,000 A \$ 39.5287 ⁽³⁾	2,623,327	I	#1 ⁽¹⁾
Common Stock	10/23/2012		G	V 337 A \$ 0	36,938	I	#2 ⁽⁴⁾
Common Stock					1,388,500	I	#12 ⁽⁵⁾

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Common Stock						176,166	I	#21 ⁽⁶⁾
Common Stock	12/18/2012	S	50,000	D	\$ 39.5973 ⁽⁷⁾	63,091	I	#22 ⁽⁸⁾
Common Stock	12/19/2012	S	30,000	D	\$ 39.7324 ⁽⁹⁾	33,091	I	#22 ⁽⁸⁾
Common Stock						146,659	I	#25 ⁽¹⁰⁾
Common Stock	10/23/2012	G V 337	A	\$ 0		1,656,836 ⁽²⁾	I	#26 ⁽¹¹⁾
Common Stock						77,671	I	#27 ⁽¹²⁾
Common Stock	10/23/2012	G V 337	A	\$ 0		1,079	I	#28 ⁽¹³⁾
Common Stock						66,760	I	#29 ⁽¹⁴⁾

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 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

Reporting Owners

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Director 10% Owner Officer Other

LINDNER CARL H III
301 EAST FOURTH STREET X Co-CEO & Co-President
CINCINNATI, OH 45202

Signatures

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

12/19/2012

__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: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended.
- (2) On October 1, 2012, there was a GRAT distribution of 31,566 shares of AFG Common Stock from Indirect #26 to Indirect #1.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.40 to 39.625, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnotes (3), (7) and (9).
- (4) Indirect #2: Martha S. Lindner, (or her Successor) of the Martha S. Lindner Family Trust DTD 8/30/02 as amended.
- (5) Indirect #12: Seraphim Partners LLC fka CHL Investments, LLC
- (6) Indirect #21: Doug Marcian, TTEE MBL Trust Dtd 10/26/05.
- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.45 to \$39.72 inclusive.
- (8) Indirect #22: Doug Marcian, TTEE GD Trust Dtd 10/26/05.
- (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.66 to \$39.77 inclusive.
- (10) Indirect #25: Lou Ann Flint TTEE MBL 2009 Consolidation Trust DTD 12/22/09.
- (11) Indirect #26: CHL III 2010-1 Qualified Annuity Trust DTD 4/9/10.
- (12) Indirect #27: Lou Ann Flint TTEE MBL 2009 Trust DTD 4/13/2009.
- (13) Indirect #28 MBL TTEE MBL Trust DTD 1/17/2008
- (14) Indirect #29: Shares voting and dispositive power and holds a remainder interest in shares held by charitable lead annuity trust. The reporting person disclaims beneficial interest of the shares held by the trust except to the extent of his pecuniary interest in such shares.

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