

AMERICAN FINANCIAL GROUP INC  
 Form 4  
 May 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/25/2005**

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

**ONE EAST FOURTH STREET**

(Street)

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

**CINCINNATI, OH 45202**

(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 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	04/01/2005		A	V 352 <sup>(1)</sup> A \$ 0 0		D	
Common Stock	04/25/2005		P	V 41,928.6814 <sup>(2)</sup> A \$ 27.499 6,948,894 <sup>(1)</sup>		I	Indirect #1 <sup>(3)</sup>
Common Stock	04/25/2005		P	V 3,122.287 <sup>(2)</sup> A \$ 27.499 7,008 <sup>(1)</sup>		I	Indirect #2 <sup>(4)</sup>
Common Stock	04/25/2005		P	V 4,056.3391 <sup>(2)</sup> A \$ 27.499 896,418 <sup>(1)</sup>		I	Indirect #3 <sup>(5)</sup>
Common Stock	04/25/2005		P	V 6,059.44 <sup>(2)</sup> A \$ 27.499 1,339,087		I	Indirect #7 <sup>(6)</sup>

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Common Stock	3,000,000 <u>(1)</u>	I	Indirect #8 <u>(7)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474  
(9-02)

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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 (Instr. 6)
				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	05/02/2005
**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).
- On 4/1/2005, the Reporting Person received a distribution of 352 shares from his Retirement and Savings Plan account, which was
- (1) transferred to Indirect #1. On 4/5/2005, Indirect #3 transferred 175,770 shares to Indirect #2. On 4/26/2005 Indirect #1 transferred 1,717,008 and 600,000 shares to Indirect #2, and Indirect #2 transferred 3,000,000 shares to Indirect #8.
- (2) These are shares issued through the Company's dividend reinvestment plan.

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- (3) #1: By Carl H. Lindner Jr., et al., Trustee for the Carl H. Lindner Amended and Restated Family Trust dated 12/23/83.
- (4) #2: By Edyth B. Lindner, Spouse
- (5) #3: By Lou Ann Flint, Trustee of the Edyth B. Lindner 2002-2 Qualified Annuity Trust U/A dated 8/19/02.
- (6) #7: EBL, Trustee of the Edyth B. Lindner Family Trust dtd 4/13/04
- (7) #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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