

LINDNER S CRAIG  
Form 4/A  
August 06, 2009

**FORM 4**

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

OMB APPROVAL

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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 S CRAIG

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)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Co-CEO & Co-President

CINCINNATI, OH 45202  
(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)  
08/03/2009

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	Price	
Common Stock	07/30/2009		M		82,500	\$ 13.1667	A 3,847,382 I #1 (1)
Common Stock	07/30/2009		M		82,500	\$ 13.2267	A 3,929,882 I #1 (1)
Common Stock	07/30/2009		F		87,765	\$ 24.81	D 3,842,117 I #1 (1)
Common Stock	07/30/2009		S		66,200	\$ 24.8 (2)	D 3,775,917 I #1 (1)
Common Stock	07/31/2009		S		131,000	\$ 24.5822 (3)	D 3,642,817 I #1 (1)

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Common Stock	08/03/2009	S	150,700	D	\$ 24.6964 (4)	3,492,117	I	#1 (1)
Common Stock						110,162	I	#3 (5)
Common Stock	08/03/2009	S	7,838	D	\$ 24.8097 (6)	21,560	I	#6 (7)
Common Stock						1,020,043	I	#9 (8)
Common Stock						1,485,000	I	#10 (9)
Common Stock						26,480	I	#12 (10)
Common Stock	08/03/2009	S	7,455	D	\$ 24.8902 (11)	56,149	I	#16 (12)
Common Stock						36,330	I	#20 (13)
Common Stock	08/03/2009	S	34,707	D	\$ 24.8387 (14)	306,861	I	#23 (15)

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.**

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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. Amount or Number of Shares
Stock Option Exercise	\$ 13.2267	07/30/2009		M	82,500	(16) 02/21/2010	common	82,500



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(16) These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the date of grant, with an additional 20% becoming exercisable on each subsequent anniversary. The Options were granted under the Issuer's Stock Option Plan pursuant to Rule 16b-3.

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.