

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
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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)
ONE EAST FOURTH STREET
 (Street)

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

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

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

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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. 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.