

AMERICAN FINANCIAL GROUP INC

Form 4

March 15, 2006

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
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(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)

CINCINNATI, OH 45202

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2006

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

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

Co-CEO & Co-President

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				(A) or (D)	Price		
Common Stock	03/08/2006		G	V	2,715	D	\$ 0
Common Stock					2,017,721	I	0
Common Stock					234,911	I	#1 ⁽¹⁾
Common Stock					50,713	I	#2 ⁽²⁾
Common Stock					15,248	I	#3 ⁽³⁾
Common Stock						I	#5 ⁽⁴⁾

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Common Stock						15,248	I	#6 ⁽⁵⁾
Common Stock						15,248	I	#7 ⁽⁶⁾
Common Stock						96,881	I	#8 ⁽⁷⁾
Common Stock						680,029	I	#9 ⁽⁸⁾
Common Stock	03/13/2006		J	65,722 ⁽⁹⁾	A ⁽⁹⁾	1,000,000	I	#10 ⁽¹⁰⁾
Common Stock						0	I	#11 ⁽¹¹⁾
Common Stock						16,240.88	I	#12 ⁽¹²⁾
Common Stock						1,859,331	I	#13 ⁽¹³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. Number of Derivative Securities Beneficially Owned Following Transaction (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 S CRAIG

ONE EAST FOURTH STREET X
CINCINNATI, OH 45202

Co-CEO & Co-President

Signatures

S. Craig Lindner By: Karl J. Grafe, as
Attorney-in-Fact

03/15/2006

__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: By S. Craig Lindner, Trustee for the S. Craig Lindner Living Trust dated 3/30/83.
- (2) Indirect #2: Malott Nyhart, Trustee of the SCL 1996-2 Qualified Annuity Trust dated 3/28/96.
- (3) Indirect #3: By Frances R. Lindner (spouse), Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
- (4) Indirect #5: Corinne E. Lindner, TTEE, CEL 2002 Living Trust DTD 11/14/02.
- (5) Indirect #6: By Frances R. Lindner (spouse), Custodian for minor child.
- (6) Indirect #7: By Frances R. Lindner (spouse), Custodian for minor child.
- (7) Indirect #8: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Frances R. Lindner dated 2/13/85.
- (8) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (9) Reflects 65,722 shares indirectly acquired through a family limited liability company. The Reporting Person disclaims a beneficial interest in shares held in the LLC except to the extent of his pecuniary interest in such shares.
- (10) Indirect #10: SCL Investments, LLC
- (11) Indirect #11: Frances R. Lindner
- Indirect #12: The Company Retirement and Savings Account. The number of shares of Common Stock which would be represented by
- (12) the value of the Reporting Person's Company Securities Funds account in the Issuer's Retirement and Savings Plan is based on a statement dated as of 12/31/2005.
- (13) Indirect #13: SCL, TTEE of the SCL 2005-1 Qualified Annuity Trust DTD 4/21/05.

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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