

AMERICAN FINANCIAL GROUP INC  
 Form 4  
 February 22, 2008

**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

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 III**

(Last) (First) (Middle)  
**ONE EAST FOURTH STREET**  
 (Street)

**CINCINNATI, OH 45202**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN FINANCIAL GROUP INC [AFG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**02/21/2008**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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)			
			Code	V	Amount	(D)	Price
Common Stock					3,840,366	I	#1 <sup>(1)</sup>
Common Stock					33,188	I	#2 <sup>(2)</sup>
Common Stock					36,687	I	#4 <sup>(3)</sup>
Common Stock					191,202	I	#7 <sup>(4)</sup>
Common Stock					191,202	I	#8 <sup>(5)</sup>

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Common Stock	30,457	I	#9 <sup>(6)</sup>
Common Stock	35,215	I	#10 <sup>(7)</sup>
Common Stock	30,457	I	#11 <sup>(8)</sup>
Common Stock	1,468,500	I	#12 <sup>(9)</sup>
Common Stock	2,376	I	#14 <sup>(10)</sup>
Common Stock	35,230	I	#15 <sup>(11)</sup>
Common Stock	2,380,569	I	#18 <sup>(12)</sup>

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 27.2	02/21/2008		A	75,000	<sup>(13)</sup> 02/21/2018	Common Stock 75,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDNER CARL H III ONE EAST FOURTH STREET	X		Co-CEO & Co-President	

CINCINNATI, OH 45202

## Signatures

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

02/22/2008

\_\_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 of the Second Amended & Restate CHL III Family Trust DTD 3/11/94.
- (2) Indirect #2: Martha S. Lindner, TTEE of the Second Amended & Restated Family Trut DTD 3/11/94.
- (3) Indirect #4: The Company's Retirement and Savings Plans. The number of shares of Common Stock which would be represented by 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 12/31/07.
- (4) Indirect #7: Keith E. Lindner TTEE, for a minor child, Irrevocable Trust Agreement DTD 11/1/82.
- (5) Indirect #8: Keith E. Lindner TTEE, for a minor child, Irrevocable Trust Agreement DTD 11/1/82.
- (6) Indirect #9: Keith E. Lindner TTEE, for a minor child, Irrevocable Trust Agreement DTD 7/1/83.
- (7) Indirect #10: KEL, TTEE Under Irrevocable Trust Agreement with CHL III and Martha S. Lindner Grantors Dated 9/26/89.
- (8) Indirect #11: Keith E. Lindner TTEE, of a minor, Irrevocable Trust Agreement DTD 7/1/83.
- (9) Indirect #12: CHL Investments, LLC
- (10) Indirect #14: CHL III, custodian of a minor.
- (11) Indirect #15: Son of Reporting Person.
- (12) Indirect #18: CHL III, TTEE CHL III 2005-1 Qualified Annuity Trust DTD 10/26/05.

(13) 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.