# SEC Form 4

 $\square$ 

# 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

## OMB APPROVAL OMB Number: 3235-0287

Estimated average burden	
hours per response:	0.5

1. Name and Addres <u>JENSEN KEI</u>	1 0	on*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC</u> [ AFG ]		tionship of Reporting Perso all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)					
(Last) 301 EAST FOU	st) (First) (Middle) L EAST FOURTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012		Sr. Vice Presic	,					
(Street) CINCINNATI (City)	OH (State)	45202 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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.4. Securities Acquired Disposed Of (D) (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)		
Common Stock	02/23/2012		A <sup>(1)</sup>		8,500	A	\$0.00	46,731	D			
Common Stock								8,343	I	Spouse		
Common Stock								754.97 <sup>(2)</sup>	I	401-K		

### 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. Transa Code ( 8)		of Expiration Date Derivative (Month/Day/Year) Securities		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
										Amount			Reported Transaction(s) (Instr. 4)	() (	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares				
Stock Option Grant	\$ <mark>38.1</mark> 1	02/23/2012		A		25,000		(3)	02/23/2022	Common Stock	25,000	\$0.00	25,000	D	

#### **Explanation of Responses:**

1. Represents the grant of restricted stock from the Issuer that vests four years from the date of grant.

2. Held in the Company's Retirement and Savings Plan. The number of shares of common stock is based on a statement dated as of 12/31/11.

3. These Employee Stock Options become exercisable in five equal installments beginning on the first anniversary of the grant date.

### **Remarks:**

Keith A Jensen By: Karl J.

Grafe

02/24/2012

Date

\*\* Signature of Reporting Person

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

 $\ast$  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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.