

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Address of Reporting Person* <u>LINDNER CARL H III</u> (Last) (First) (Middle) <u>ONE EAST FOURTH STREET</u> (Street) <u>CINCINNATI OH 45202</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC [AFG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-CEO & Co-President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/04/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	05/14/2009		G	V	6,551 ⁽¹⁾	D	\$0.00	4,988,733	I	#1 ⁽²⁾
Common Stock	07/30/2009		G	V	6,651	D	\$0.00	4,982,082	D	
Common Stock	08/04/2009		S		75,000	D	\$25.0616 ⁽³⁾	4,907,082	I	#1
Common Stock								34,901	I	#2 ⁽²⁾
Common Stock								37,176.88	I	#4 ⁽⁴⁾
Common Stock								0	I	#6 ⁽⁵⁾
Common Stock								129,151	I	#7 ⁽⁶⁾
Common Stock								191,202	I	#8 ⁽⁷⁾
Common Stock								10,055	I	#9 ⁽⁸⁾
Common Stock								20,402	I	#11 ⁽⁹⁾
Common Stock								1,468,500	I	#12 ⁽¹⁰⁾
Common Stock								2,376	I	#14 ⁽¹¹⁾
Common Stock								30,457	I	#15 ⁽¹²⁾
Common Stock								36,943	I	#19 ⁽¹³⁾
Common Stock								263,091	I	#20 ⁽¹⁴⁾
Common Stock								263,091	I	#21 ⁽¹⁵⁾
Common Stock								113,019	I	#22 ⁽¹⁶⁾
Common Stock								22,051	I	#23 ⁽¹⁷⁾
Common Stock								1,713	I	#24 ⁽¹⁸⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 12,551 shares were gifted on 5/14; however, this number reflects a 6,000 share adjustment to shares gifted on 5/5/2009.
- Indirect #1: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended. (c3)
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.90 to \$25.25, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each

separate price within the range set forth.

4. Indirect #2: Martha S. Lindner, (or her Successor) o the Martha S. Lindner Family Trust DTD 8/30/02 as amended. (c3)

5. 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 12/31/08.

6. Indirect #6: CDL (c3)

7. Indirect #7: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)

8. Indirect #8: Keith E. Lindner TTEE, MLB Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)

9. Indirect #9: Keith E. Lindner TTEE, CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)

10. Indirect #11: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)

11. Indirect #12: CHL Investments, LLC (c3)

12. Indirect #14: CHL III, custodian of a minor. (c3)

13. Indirect #15: KEL TTEE, MBL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)

14. Indirect #19: CDL TTEE of the CDL TR Dtd 11/22/06. (c3)

15. Indirect #20: SCL TTEE CDL Trust DTD 10/26/05. (c3)

16. Indirect #21: SCL TTEE MBL Trust Dtd 10/26/05. (c3)

17. Indirect #22: SCL TTEE GD Trust Dtd 10/26/05. (c3)

18. Indirect #23: KEL TTEE CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)

Remarks:

Carl H. Lindner III By: Karl J. Grafe, as Attorney-in-Fact 08/06/2009

** Signature of Reporting Person Date

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

* 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.