

**FORM 4**

**U.S. SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**  
Filed pursuant to section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utilities Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number : 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Lindner Carl H.</b> (Last) (First) (Middle) <b>One East Fourth Street</b> (Street) <b>Cincinnati, Ohio 45202</b>			2. Issuer Name and Ticker or Trading Symbol <b>AMERICAN FINANCIAL GROUP, INC. (AFG)</b>			6. Relationship of Reporting Person to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chairman of the Board &amp; Chief Executive Officer</b>		
3. IRS Identification, Number of Reporting Person, if an entity (Voluntary)			4. Statement for Month/Day/Year <b>February 28, 2003</b>			5. If Amendment, Date of Original (Month/Day/Year)		
7. 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			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	2A. Deemed Execution Date, if any	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership
	(Month/Day/Year)	(Month/Day/Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transactions (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ficial Ownership (Instr. 4)
Common Stock								-0-	D	
Common Stock	2/28/03		P		29,800	A	\$19.5997	3,694,622.77	I	#1
Common Stock								4,073,443.79	I	#2
Common Stock								-0-	I	#5
Common Stock								2,682,361.56	I	#6
Common Stock								-0-	I	#7
Common Stock								537,779	I	#8

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

Over

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	3A. Deemed Execution Date, if any	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	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Derivative Security	11. Nature of Indirect Beneficial Ownership	
	Security	(Month/Day/Year)	(Month/Day/Year)	Code	V	(A)	(D)	Exercisable	Expiration	Date	Title	Amount or Shares	(Instr. 5)	icially Owned at End of	ity Direct (D) or Indi-	Ship (Instr. 4)

**Explanation of Responses:**

- Indirect #1 By Carl H. Lindner Jr., et al, Trustees for the Carl H. Lindner Amended and Restated Family Trust dated 12-23-83.
- Indirect #2 By Edyth B. Lindner, Spouse.
- Indirect #5 By Joseph A. Pedeto, Trustee of the Edyth B. Lindner 1996-1 Qualified Annuity Trust U/A dated 11/6/96.
- Indirect #6 By Lou Ann Flint, Trustee of the Edyth B. Lindner 2002-2 Qualified Annuity Trust U/A dated 8/19/02.
- Indirect #7 By Joseph A. Pedeto, Trustee of the Edyth B. Lindner 1999-1 Qualified Annuity Trust U/A dated 12/22/99.
- Indirect #8 Indiana Premier Fund, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal violations  
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Karl J. Grafe

\*\* Signature of Reporting Person

**Carl H. Lindner**

By: Karl J. Grafe, as attorney-in-fact

**March 3, 2003**

Date

Note: File three copies of this Form, one of which must be manually signed

If space provided is insufficient, see Instruction 6 for procedure