

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
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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) <p style="text-align: center;">Co-President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/29/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								0 ⁽¹⁾	D	
Common Stock	02/22/2005		G	V	23,887	D	\$0.00	3,802,109 ⁽¹⁾	I	#1 ⁽²⁾
Common Stock	03/17/2005		G	V	6,473	D	\$0.00	3,795,636	I	#1 ⁽²⁾
Common Stock	03/29/2005		M		267,210	A	\$24.0628	4,062,846	I	#1 ⁽²⁾
Common Stock	03/29/2005		F		209,576	D	\$30.68	3,853,270	I	#1 ⁽²⁾
Common Stock								19,826	I	#2 ⁽³⁾
Common Stock								1,924	I	#4 ⁽⁴⁾
Common Stock								509,873	I	#5 ⁽⁵⁾
Common Stock								81,219	I	#6 ⁽⁶⁾
Common Stock								20,576	I	#8 ⁽⁷⁾
Common Stock								21,289	I	#9 ⁽⁸⁾
Common Stock								713	I	#10 ⁽⁹⁾
Common Stock								287,648	I	#11 ⁽¹⁰⁾
Common Stock								1,000,000	I	#12 ⁽⁸⁾
Common Stock								21,299	I	#13 ⁽¹¹⁾
Common Stock								1,584	I	#14 ⁽¹⁰⁾
Common Stock								10	I	#15 ⁽¹²⁾
Common Stock								21,289	I	#16 ⁽¹³⁾
Common Stock								713	I	#17 ⁽¹⁴⁾

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	Title	Amount or Number of Shares				
Stock Option	\$24.0628	03/29/2005		M		267,210		(15)	04/10/2005	Common Stock	267,210	(16)	0	D	

Explanation of Responses:

- The Reporting Person transferred 713 shares of AFG common stock to Indirect #1.
- Indirect #1: By Carl H. Lindner III, For the Second Amended & Restated Carl H. Lindner III Family Trust Dated 3/11/94.
- Indirect #2: By Martha S. Lindner (Spouse), Trustee For the Second Amended and Restated Marth S. Lindner Family Trust dated 3/11/94.
- Indirect #4: Allocated to the Reporting Person's account in the Issuer's Retirement and Savings Plan (401(k) Plan"), based on a 401(k) Plan statement dated as of 12/31/04.
- Indirect #5: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 11/1/82.
- Indirect #6: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 7/1/83.

7. Indirect #8: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 10/23/84.
8. Indirect #12: CHL Investments, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person.
9. Indirect #10: By Keith E. Lindner, Trustee under an irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 9/26/89.
10. Indirect #14: Carl H. Lindner III, custodian of a minor.
11. Indirect #13: Daughter of Reporting Person
12. Indirect #15: Son of Reporting Person.
13. Indirect #16: Son of Reporting Person.
14. Indirect #17: Spouse of Reporting Person.
15. 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. Initial date of grant was 2/12/92.
16. The Reporting Person exercised this option using previously held shares of the issuer.

Remarks:

Carl H. Lindner III By: James
C. Kennedy, as Attorney-in- 03/30/2005
Fact

** 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.