

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(B) OR (G) OF THE

SECURITIES EXCHANGE ACT OF 1934

American Financial Group Holdings, Inc.

(Exact name of registrant as specified in its charter)

Ohio

31-1544320

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

One East Fourth Street
Cincinnati, Ohio 45202

(Address of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class which each class is to be	Name of each exchange on to be registered
Common Stock, without par value	New York Stock Exchange
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If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [x]

If this Form relates to the registration of a class of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates: 333-31427 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The Description of Common Stock is incorporated by reference to page 44 of Amendment No. 5 to the Registrant's Registration Statement on Form S-4, Registration No. 333-31427 filed October 29, 1997.

Item 2. Exhibits.

2. Registration Statement No. 333-31427 filed on Form S-4 effective October 30, 1997.
4. Articles of Incorporation and Code of Regulations of American Financial Group, Inc. incorporated by reference to Exhibits 3.1 and 3.2 of Registration Statement No. 333-31427 filed on Form S-4 effective October 30, 1997.
5. Specimen of Common Stock certificate (filed herewith.)

The Registrant's name will be changed to American Financial Group, Inc.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AMERICAN FINANCIAL GROUP HOLDINGS, INC.

Date: November 25, 1997

BY: /s/James C. Kennedy

James C. Kennedy, Esq.

Title: Secretary

EXHIBIT 5

STOCK CERTIFICATE
[FRONT]

COMMON
STOCK
Without Par Value

COMMON
STOCK
Without Par Value

Number _____ Shares _____

This certificate is transferable
in Cincinnati, Ohio or in
New York, New York

CUSIP 025932 10 4
See reverse side for certain
definitions and other information

AMERICAN FINANCIAL GROUP, INC.
Organized under the laws of the State of Ohio

This Certifies that _____ is the registered holder of _____

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

American Financial Group, Inc., (hereinafter referred to as the "Corporation") transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Articles of Incorporation and the Code of Regulations of the Corporation, as now or hereafter amended, (copies of which are on file with the Transfer Agent), to all of which the holder by acceptance hereof assents. This certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

[SEAL]

Dated: _____

Countersigned and registered
American Financial Group, Inc.

By _____	Transfer Agent	/s/James C. Kennedy	/s/Carl H. Lindner
Authorized Signature	and Registrar	Secretary	Chairman of the Board and Chief Executive Officer

STOCK CERTIFICATE
[BACK]

AMERICAN FINANCIAL GROUP, INC.

THE CORPORATION WILL MAIL WITHOUT CHARGE TO THE HOLDER HEREOF, WITHIN FIVE (5) DAYS AFTER RECEIPT OF WRITTEN REQUEST THEREFOR TO ITS SECRETARY OR TO THE TRANSFER AGENT, A COPY OF THE EXPRESS TERMS OF THE SHARES REPRESENTED HEREBY AND OF THE SHARES OF EACH OTHER CLASS OR CLASSES AND SERIES OF SHARES OF STOCK OF THE CORPORATION AUTHORIZED TO BE ISSUED.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - ..Custodian.....
TEN ENT - as tenants by the entireties	(Cust) (Minor)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	Under Uniform Gifts to Minors Act..... (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto [please insert Social Security or other identifying number of assignee]

Please Print or Type Name and Address Including Postal Zip Code of Assignee

----- Shares of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint----- Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular, without alteration or enlargement, or any change whatever.