SEC Form 3 FORM 3

UNITED STATES SECURITIES AND EXCHANGE

COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

| 6/23/2020 | | 3. Issuer Name and Ticker or Trading Symbol <u>AMERICAN FINANCIAL GROUP INC</u> [AFG] | | | | | | |
|---|--|---|--|---|--|--|--|--|
| | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give X Other (specify title below) principal financial officer | | | | 5. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | Form: D (D) or In | Direct Own Indirect | | Nature of Indirect Beneficial wnership (Instr. 5) | | |
| Common | | 7,551 | D | | | | | |
| Common | | 1,853.8053 | I | ESPP | | | | |
| Common | | 182.8564 | I | DRIP | | | | |
| Common | | 2,387.87 | Ι | | RASP ⁽¹⁾ | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | |
| 2. Date Exercisable and Expiration Date (Month/Day/Year) | | | urity Conver or Exer | | cise | 5. Ownership Form: | Ownership (Instr. | |
| | | Title | Amount or Number of Shares | Derivative Security | | or Indirect (I) (Instr. 5) | 5) | |
| ³ /2020 ⁽²⁾ 02/ | 2/23/2025 | Common Stock | 6.637 | 0.00 | | D | | |
| ³ /2020 ⁽³⁾ 02/ | 2/24/2024 | Common Stock | 1,014 | 63.15 | | D | | |
| 24/2019 02/ | 2/24/2024 | Common Stock | 1,784 | 56.4 | 4 | D | | |
| | Ie II - De Its, calls, ration Date th/Day/Yea cisable Date (2020 ⁽²⁾ 02 (2020 ⁽³⁾ 02 | Ie II - Derivative Its, calls, warran te Exercisable and ration Date th/Day/Year) cisable Expiration Date (2020 ⁽²⁾ 02/23/2025 (2020 ⁽³⁾ 02/24/2024 | Officer (give title below) X principal financi principal financi I - NON-Derivative Securities Benefic 2. Amount of Securities Beneficially Owned (Instr. 4) 7,551 I - Non-Derivative 7,551 I - Non-Derivative 1,853.8053 I - Non-Derivative 2,387.87 I - Non-Derivative Securities Beneficial I - Non-Date I - Non-Derivative | Officer (give title below) X Other (below) I - Non-Derivative Securities Beneficially Owned (instr. 3. Owner Form: D (D) or in (i) (instr. 2. Amount of Securities Beneficially Owned (instr. 3. Owner Form: D (D) or in (i) (instr. 2. Amount of Securities Beneficially Owned (instr. 3. Owner Form: D (D) or in (i) (instr. 2. Amount of Securities Beneficially Owned (instr. 3. Owner Form: D (D) or in (i) (instr. 2. Amount of Securities Beneficially Owned (instr. 1,853.8053 I 2. Amount of Securities Beneficially Owner (instr. 182.8564 I 2. Amount of Securities Beneficially Owner (instr. 4) 3. Title and Amount of Securities Underlying Derivative Security (instr. 4) Amount or Number of Shares (2020 ⁽²⁾) 02/23/2025 Common Stock 6.637 (2020 ⁽²⁾) 02/24/2024 Common Stock 1,014 | Officer (give title below) X Other (specify below) I - Non-Derivative Securities Beneficially Owned 3. Ownership Form: Direct (D) or Indirect (D) or Inditen (D) or Indirect (D) or Indirect (D) or Indirect (D) | Officer (give title below) X Other (specify below) 0. III (Characher (Charache | Officer (give title below) Check Applicable principal financial officer Check Applicable I - Non-Derivative Securities Beneficially Owned S. Ownership Form filed to To To Form filed to Reporting F I - Non-Derivative Securities Beneficially Owned (instr. 4) S. Ownership Form: Direct (D) or Indirect (| |

tion of Responses:

1. Held in the Company's Retirement and Savings Plan. The number of shares of Common Stock is as of June 23, 2020.

2. Represents amounts held by Reporting Person in a retirement plan of the Issuer as of June 23, 2020. Represents the economic equivalent of one share of common stock. The Reporting Persons account balance is distributed in cash following termination of employment.

3. These employee Stock Options were granted under the Issuer's stock incentive plan. Date shown is date on which all options became exercisable.

Remarks:

Brian S. Hertzman by:

Karl J. Grafe as Attorney-07/06/2024 in-Fact

** Signature of Reporting Date Person

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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Karl J. Grafe and Mark A. Weiss as the true and lawful attorney or attorneys-in-fact, with the full power of substitution and revocation, for the undersigned and in the name, place and stead of the undersigned, in any and all capacities, to execute, on behalf of the undersigned, any and all statements or reports under Section 16 of the Securities Exchange Act of 1934, as amended, with respect to the beneficial ownership of shares of Common Stock, no par value, of American Financial Group, Inc., including, without limitation, all initial statements of beneficial ownership on Form 3, all statements of changes in beneficial ownership on Form 4 and all annual statements of changes in beneficial ownership of securities on Form 5, all successor or similar forms and any and all other documents that may be required, from time to time, to be filed with the Securities and Exchange Commission, to execute any and all amendments or supplements to any such statements, reports or forms, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorney or attorneys-in-fact, and each of them, full power and authority to do so and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. The undersigned acknowledges that the foregoing attorneys-in-fact, and each of them, in serving in such capacity at the request of the undersigned, are not assuming any of the responsibilities of the undersigned to comply with Section 16 of the Securities Exchange Act of 1934 or any other legal requirement. This Power of Attorney shall remain in effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

> _/s/ Brian S. Hertzman_____ Brian S. Hertzman

Date: June 24, 2020