

**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>JENSEN KEITH A</u>  (Last) (First) (Middle) <u>301 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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr. Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/06/2012</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	06/06/2012		M		8,926	A	\$20.28	55,657	D	
Common Stock	06/06/2012		S		8,926	D	\$39.25	46,731	D	
Common Stock	06/07/2012		M		1,369	A	\$20.28	48,100	D	
Common Stock	06/07/2012		M		17,505	A	\$26.8933	65,605	D	
Common Stock	06/07/2012		S		18,874	D	\$39.3959 <sup>(1)</sup>	46,731	D	
Common Stock								8,343	I	Spouse
Common Stock								754.97 <sup>(2)</sup>	I	401-K

**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
Stock Option Exercise	\$20.28	06/06/2012		M			8,926	(3)	02/24/2015	Common	8,926	\$0.00	1,369	D	
Stock Option Exercise	\$20.28	06/07/2012		M			1,369	(3)	02/24/2015	Common	1,369	\$0.00	0	D	
Stock Option Exercise	\$26.8933	06/07/2012		M			17,505	(3)	02/22/2016	Common	17,505	\$0.00	42,495	D	

**Explanation of Responses:**

- The prices reported in Column 4 are weighted average prices. These shares were sold in multiple transactions at prices ranging from \$39.33 to \$39.491 for sales on June 7, 2012. 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 ranges set forth in footnote (1) to this Form 4.
- Held in the Company's Retirement and Savings Plan. The number of shares of common stock is based on a statement dated as of 12/31/11.
- These Employee Stock Options become exercisable in five equal installments beginning on the first anniversary of the grant date.

**Remarks:**

Keith A. Jensen By: Karl J. Grafe 06/08/2012

\*\* 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.

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