

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 39)

Chiquita Brands International, Inc.

-----  
(Name of Issuer)

Common Capital Stock, \$.33 Par Value

-----  
(Title of Class of Securities)

170032-10-6

-----  
(CUSIP Number)

James C. Kennedy, Esq.  
One East Fourth Street  
Cincinnati, Ohio 45202  
(513) 579-2538

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

See Item 5

-----  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [ ].

Check the following box if a fee is being paid with this statement [ ].

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
American Financial Group, Inc. 31-1544320  
American Financial Corporation 31-0624874

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Ohio corporations

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
SOLE VOTING POWER  
- - -

8 SHARED VOTING POWER  
23,996,295 (See Item 5)

9 SOLE DISPOSITIVE POWER  
- - -

10 SHARED DISPOSITIVE POWER  
23,996,295 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
23,996,295 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.4% (See Item 5)

14 TYPE OF REPORTING PERSON\*  
HC  
HC

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Carl H. Lindner
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States Citizen
- 7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
SOLE VOTING POWER  
42,600 (See Item 5)
- 8 SHARED VOTING POWER  
23,996,295 (See Item 5)
- 9 SOLE DISPOSITIVE POWER  
42,600
- 10 SHARED DISPOSITIVE POWER  
23,996,295 (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
24,038,895 (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*  [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.5% (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
  
Carl H. Lindner III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States Citizen

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
SOLE VOTING POWER  
- - -

8 SHARED VOTING POWER  
23,996,295 (See Item 5)

9 SOLE DISPOSITIVE POWER  
- - -

10 SHARED DISPOSITIVE POWER  
23,996,295 (See Item 5)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
23,996,295 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.4% (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

- 1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
S. Craig Lindner
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS\*  
N/A
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States Citizen
- 7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
SOLE VOTING POWER  
---
- 8 SHARED VOTING POWER  
23,996,295 (See Item 5)
- 9 SOLE DISPOSITIVE POWER  
---
- 10 SHARED DISPOSITIVE POWER  
23,996,295 (See Item 5)
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING  
PERSON  
23,996,295 (See Item 5)
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*  [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.4% (See Item 5)
- 14 TYPE OF REPORTING PERSON\*  
IN

1 NAME OF REPORTING PERSONS  
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
Keith E. Lindner

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  [X]  
(b)  [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS  
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States Citizen

7 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:  
SOLE VOTING POWER  
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23,996,295 (See Item 5)

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PERSON  
23,996,295 (See Item 5)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)  
EXCLUDES CERTAIN SHARES\*  [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.4% (See Item 5)

14 TYPE OF REPORTING PERSON\*  
IN

Item 1. Security and Issuer.

This Amendment No. 39 to Schedule 13D is filed on behalf of American Financial Group, Inc. ("American Financial" or "AFG"), American Financial Corporation ("AFC"), and Carl H. Lindner, Carl H. Lindner III, S. Craig Lindner and Keith E. Lindner (collectively, the "Lindner Family") (AFG, AFC and the Lindner Family are collectively referred to as the "Reporting Persons"), to amend and update the Schedule 13D most recently amended on November 12, 1997, relative to the common capital stock par value \$.33 per share ("Common Stock") issued by Chiquita Brands International, Inc. ("Chiquita").

The principal executive offices of Chiquita are located at 250 East Fifth Street, Cincinnati, Ohio 45202. All capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Schedule 13D, as amended. Items not included in this amendment are either not amended or are not applicable.

As of December 31, 1997, the Lindner Family beneficially owned approximately 35% of the outstanding common stock of AFG and AFG beneficially owned all of the common stock of AFC (approximately 79% of AFC's outstanding voting equity securities). Through their ownership of common stock of American Financial and their positions as directors and executive officers of American Financial and AFC, the members of the Lindner Family may be deemed to be controlling persons with respect to American Financial and AFC.

Item 5. Interest in Securities of the Issuer.

As of January 31, 1998, the Reporting Persons beneficially owned 24,038,895 shares (or approximately 37.5% of the outstanding shares) of Chiquita Common Stock as follows:

Holder	Number of Shares
-----	-----
Carl H. Lindner	42,600*
AAL	39,649
ACC	1,000,000
ADSLIC	29,065
AEIC	75,717
AESIC	63,705
AESLIC	959,447
AFC	884,470
AGR	25,574
ANF	41,217
ASI	73,134
EAI	27,281
EPI	37,238
GAI	13,270,221
GALIC	2,672,572
INFIN	400,000
MCC	563,755
OSC	58,561
RICA	1,236,844
SHIC	5,135
SIC	1,796,473
TICO	18,227
TRANS	118,010
WIC	600,000
	-----
TOTAL	24,038,895
	=====

\*Includes 12,600 shares issuable pursuant to employee stock options exercisable within sixty days.



AAL = American Alliance Insurance Company (a)  
ACC = Atlanta Casualty Company (b)  
ADSLIC = American Dynasty Surplus Lines Insurance Company (a)  
AEIC = American Empire Insurance Company (a)  
AESIC = Agricultural Excess and Surplus Insurance Company (a)  
AESLIC = American Empire Surplus Lines Insurance Company (a)  
AGR = Agricultural Insurance Company (a)  
ANF = American National Fire Insurance Company (a)  
ASI = American Spirit Insurance Company (a)  
EAI = Eagle American Insurance Company (a)  
EPI = Eden Park Insurance Company (a)  
GAI = Great American Insurance Company ("GAI") (b)  
GALIC = Great American Life Insurance Company (c)  
INFIN = Infinity Insurance Company (b)  
MCC = Mid-Continent Casualty Company (a)  
OSC = Oklahoma Surety Company (a)  
RICA = Republic Indemnity of American (b)  
SHIC = Seven Hills Insurance Company (a)  
SIC = Stonewall Insurance Company (a)  
TICO = TICO Insurance Company (a)  
TRANS = Transport Insurance Company (a)  
WIC = Windsor Insurance Company (b)

- (a) 100% owned subsidiaries of GAI
- (b) 100% owned subsidiary of AFC
- (c) 81% owned subsidiary of AFG

Each company listed above shares with the Reporting Persons the power to vote or to direct the voting of, and the power to dispose or to direct the disposition of, the Chiquita Common Stock held by such company.

At January 31, 1998, certain officers and directors of AFG and AFC beneficially owned shares of Chiquita Common Stock.

Holder	Number of Shares*
Fred J. Runk	133,367
Thomas E. Mischell	67,430
Robert C. Lintz	58,880

\* Includes options exercisable within 60 days.

In addition, certain of these officers and directors are participants in the Chiquita Savings and Investment Plan. The shares held in the Plan are voted by the Plan trustees.

Fred J. Runk, Senior Vice President and Treasurer of AFG, purchased 80 shares of Chiquita Common Stock at \$16.01 on December 31, 1997 and 239 shares of Chiquita Common Stock at \$14.06 on January 27, 1998. As of January 31, 1998 and within the past 60 days, to the best knowledge and belief of the undersigned and other than as set forth herein, no transactions involving Chiquita Common Stock had been engaged in by the Reporting Persons, by AFG's or AFC's directors or executive officers.

Item 7. Material to be filed as Exhibits.

(1) Agreement required pursuant to Regulation Section 240.13d-1(f)(1) promulgated under the Securities Exchange Act of 1934, as amended.

(2) Powers of Attorney executed in connection with filings under the Securities Exchange Act of 1934, as amended.

After reasonable inquiry and to the best knowledge and belief of the undersigned, it is hereby certified that the information set forth in this statement is true, complete and correct.

Dated: February 13, 1998      AMERICAN FINANCIAL GROUP, INC.

By: James C. Kennedy

-----  
James C. Kennedy, Deputy General  
Counsel and Secretary

AMERICAN FINANCIAL CORPORATION

By: James C. Kennedy

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James C. Kennedy, Deputy General  
Counsel and Secretary

James C. Kennedy

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James C. Kennedy, As  
Attorney-in-Fact for:  
Carl H. Lindner  
Carl H. Lindner III  
S. Craig Lindner  
Keith E. Lindner

AGREEMENT

This Agreement executed this 7th day of April, 1995, is by and between American Premier Group, Inc. ("American Premier") and American Financial Corporation ("AFC"), both Ohio corporations, located at One East Fourth Street, Cincinnati, Ohio 45202, and Carl H. Lindner ("CHL"), Carl H. Lindner III (CHL III), S. Craig Lindner ("SCL") and Keith E. Lindner ("KEL"), each an individual, the business address of each is One East Fourth Street, Cincinnati, Ohio 45202. CHL, CHL III, SCL and KEL are referred to herein collectively as the Lindner Family.

WHEREAS, as of the date of this Agreement, American Premier owns 100% of the common stock of AFC and the Lindner Family beneficially owns approximately 49.9% of American Premier's outstanding Common Stock and each member of the Lindner Family is a director and executive officer of American Premier and AFC;

WHEREAS, the Lindner Family may be deemed to be the beneficial owner of securities held by AFC and its subsidiaries pursuant to Regulation Section 240.13d-3 promulgated under the Securities Exchange Act of 1934, as amended;

WHEREAS, American Premier and AFC and their subsidiaries from time to time must file statements pursuant to certain sections of the Securities Exchange Act of 1934, as amended, concerning the ownership of equity securities of public companies;

NOW THEREFORE BE IT RESOLVED, that American Premier, AFC and the Lindner Family, do hereby agree to file jointly with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by or on behalf of American Premier, AFC or any of their subsidiaries pursuant to Section 13(d), 13(f), 13(g), and 14(d) of the Securities Exchange Act of 1934, as amended.

AMERICAN PREMIER GROUP, INC.  
AMERICAN FINANCIAL CORPORATION  
By: /s/ James E. Evans  
James E. Evans  
Vice President & General Counsel

/s/ Carl H. Lindner  
Carl H. Lindner

/s/ Carl H. Lindner III  
Carl H. Lindner III

/s/ S. Craig Lindner  
S. Craig Lindner

/s/ Keith E. Lindner  
Keith E. Lindner

POWER OF ATTORNEY

-----

I, Carl H. Lindner, do hereby appoint James C. Kennedy and Karl J. Grafe, or either of them, as my true and lawful attorneys-in-fact to sign on my behalf individually and as Chairman of the Board of Directors and Chief Executive Officer of American Financial Group, Inc. or as a director or executive officer of any of its subsidiaries and to file with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by me or on behalf of American Financial Group, Inc. or any of its subsidiaries pursuant to Sections 13(d), 13(f), 13(g), 14(d) and 16(a) of the Securities and Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio as of the 5th day of November, 1997.

/s/ Carl H. Lindner

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Carl H. Lindner

POWER OF ATTORNEY

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I, Carl H. Lindner III, do hereby appoint James C. Kennedy and Karl J. Grafe, or either of them, as my true and lawful attorneys-in-fact to sign on my behalf individually and as an officer or director of American Financial Group, Inc. or as a director or executive officer of any of its subsidiaries and to file with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by me or on behalf of American Financial Group, Inc. or any of its subsidiaries pursuant to Sections 13(d), 13(f), 13(g), 14(d) and 16(a) of the Securities and Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio as of the 5th day of November, 1997.

/s/ Carl H. Lindner III

-----  
Carl H. Lindner III

POWER OF ATTORNEY

-----

I, S. Craig Lindner, do hereby appoint James C. Kennedy and Karl J. Grafe, or either of them, as my true and lawful attorneys-in-fact to sign on my behalf individually and as an officer or director of American Financial Group, Inc. or as a director or executive officer of any of its subsidiaries and to file with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by me or on behalf of American Financial Group, Inc. or any of its subsidiaries pursuant to Sections 13(d), 13(f), 13(g), 14(d) and 16(a) of the Securities and Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio as of the 5th day of November, 1997.

/s/ S. Craig Lindner

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S. Craig Lindner

POWER OF ATTORNEY

-----

I, Keith E. Lindner, do hereby appoint James C. Kennedy and Karl J. Grafe, or either of them, as my true and lawful attorneys-in-fact to sign on my behalf individually and as an officer or director of American Financial Group, Inc. or as a director or executive officer of any of its subsidiaries and to file with the Securities and Exchange Commission any schedules or other filings or amendments thereto made by me or on behalf of American Financial Group, Inc. or any of its subsidiaries pursuant to Sections 13(d), 13(f), 13(g), 14(d) and 16(a) of the Securities and Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand at Cincinnati, Ohio as of the 5th day of November, 1997.

/s/ Keith E. Lindner

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Keith E. Lindner