

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 40)

Chiquita Brands International, Inc.

(Name of Issuer)

Common Stock, \$.01 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)
36.5% (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
2,109,385 (See Item 5)

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

9 SOLE DISPOSITIVE POWER
2,123,785 (See Item 5)

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

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON
26,120,080 (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)
39.7% (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)
36.5% (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

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)
36.5% (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

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

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)
36.5% (See Item 5)

14 TYPE OF REPORTING PERSON*
IN

Item 1. Security and Issuer.

This Amendment No. 40 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 February 13, 1998, relative to the common stock par value \$.01 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 February 28, 1999, the Lindner Family beneficially owned approximately 33% 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 3. Source and Amount of Funds or Other Consideration.

During the period from February 18, 1999 through March 16, 1999, the Reporting Persons had acquired beneficial ownership of an aggregate of 1,885,700 shares of Chiquita Common Stock through open market purchases. All such purchases were made with funds available for investment aggregating approximately \$20.1 million.

Item 4. Purpose of the Transaction.

The Reporting Persons consider their beneficial ownership of Chiquita equity securities as an investment which they continue to evaluate. From time to time the Reporting Persons may acquire additional Chiquita equity securities or dispose of some or all of the Chiquita equity securities which they beneficially own.

Except as set forth in this Item 4, the Reporting Persons presently have no plans or proposals that relate to or would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

As of March 16, 1999, the Reporting Persons beneficially owned 26,120,080 shares (or approximately 39.7% of the outstanding shares) of Chiquita Common Stock as follows:

Holder	Number of Shares
-----	-----
Carl H. Lindner	2,123,785*
AAG	2,672,572
AAL	24,649
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
APU	600,000
ASI	73,134
EPI	37,238
GAI	13,949,346
INFIN	400,000
MCC	563,755
OSC	58,561
SHIC	5,135
SIC	1,796,473
TICO	18,227
TRANS	118,010
WIC	600,000

TOTAL	26,120,080
	=====

*Includes 14,400 shares issuable pursuant to employee stock options exercisable within sixty days.

AAG = American Annuity Group, Inc. (c)
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)
 APU = American Premier Underwriters, Inc. (b)
 ASI = American Spirit Insurance Company (a)
 EPI = Eden Park Insurance Company (a)
 GAI = Great American Insurance Company ("GAI") (b)
 INFIN = Infinity Insurance Company (b)
 MCC = Mid-Continent Casualty Company (a)
 OSC = Oklahoma Surety Company (a)
 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) 82% 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.

As of March 16, 1999, and within the prior 60 day period, the Reporting Persons have entered into the following transactions involving Chiquita Common Stock:

Date	Reporting Person	Shares Purchased	Price/Share
----	-----	-----	-----
2/18/99	CHL	10,000	\$8.687
2/18/99	CHL	90,000	\$9.000
2/19/99	CHL	4,000	\$8.926
2/24/99	CHL	49,000	\$8.250
2/24/99	CHL	9,000	\$8.562
3/5/99	CHL	22,000	\$9.875
3/5/99	CHL	18,000	\$10.000
3/5/99	CHL	17,700	\$10.125
3/5/99	CHL	7,300	\$10.250
3/5/99	CHL	4,500	\$10.312
3/5/99	CHL	15,000	\$10.375
3/5/99	CHL	111,200	\$10.500
3/8/99	CHL	25,000	\$9.935
3/9/99	CHL	50,000	\$9.810
3/10/99	CHL	6,000	\$10.125
3/10/99	CHL	1,000	\$10.125

3/10/99	CHL	2,000	\$10.187
3/11/99	CHL	25,000	\$10.062
3/11/99	CHL	21,000	\$10.125
3/11/99	CHL	10,000	\$10.187
3/11/99	CHL	30,000	\$10.250
3/12/99	CHL	34,200	\$10.000
3/12/99	CHL	2,500	\$10.062
3/12/99	CHL	10,500	\$10.125
3/12/99	CHL	61,300	\$10.250
3/12/99	CHL	1,900	\$10.375
3/12/99	CHL	1,000	\$10.473
3/12/99	CHL	203,300	\$10.562
3/12/99	CHL	20,000	\$10.625
3/12/99	CHL	146,300	\$10.750
3/12/99	CHL	300	\$10.187
3/12/99	CHL	118,700	\$10.875
3/15/99	CHL	5,300	\$10.750
3/15/99	CHL	13,400	\$10.812
3/15/99	CHL	115,400	\$10.875
3/15/99	CHL	168,000	\$10.937
3/15/99	CHL	15,000	\$11.000
3/15/99	CHL	40,900	\$11.062
3/16/99	CHL	1,000	\$10.875
3/16/99	CHL	27,500	\$10.937
3/16/99	CHL	29,000	\$11.000
3/16/99	CHL	46,500	\$11.187
3/16/99	CHL	1,000	\$11.250
3/16/99	CHL	1,600	\$11.312
3/16/99	CHL	11,100	\$11.937
3/16/99	CHL	13,300	\$11.437
3/16/99	CHL	83,100	\$11.500
3/16/99	CHL	7,700	\$11.562
3/16/99	CHL	30,000	\$11.625
3/16/99	CHL	5,100	\$11.750
3/16/99	CHL	83,300	\$11.875
3/16/99	CHL	2,100	\$11.937
3/16/99	CHL	57,700	\$12.000

At March 16, 1999, certain officers and directors of AFG and AFC beneficially owned shares of Chiquita Common Stock.

Holder	Number of Shares*
Fred J. Runk	142,581
Thomas E. Mischell	67,500
Robert C. Lintz	5,000
Theodore H. Emmerich	1,000

* Includes options exercisable within 60 days.

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

Fred J. Runk, Senior Vice President and Treasurer of AFG, purchased 161 shares of Chiquita Common Stock at \$9.91 on January 27, 1999 and 321 shares of Chiquita Common Stock at \$9.59 on February 4, 1999. As of March 16, 1999, 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: March 18, 1999

AMERICAN FINANCIAL GROUP, INC.

By: James C. Kennedy

James C. Kennedy, Deputy General
Counsel and Secretary

AMERICAN FINANCIAL CORPORATION

By: James C. Kennedy

James C. Kennedy, Deputy General
Counsel and Secretary

James C. Kennedy

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

Carl H. Lindner

POWER OF ATTORNEY

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

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

Keith E. Lindner