

| OMB APPROVAL                                 |           |
|--|-----------|
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**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

|   |  |   |
|---|--|---|
| 1. Name and Address of Reporting Person*<br><u>BERDING JOHN B</u><br><br>(Last) (First) (Middle)<br>301 EAST FOURTH STREET<br>27TH FLOOR<br><br>(Street)<br>CINCINNATI OH 45202<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>AMERICAN FINANCIAL GROUP INC [ AFG ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President of Subsidiary</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/08/2020</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                    |                                      |  |                                |   |   |            |         | 50,763.347  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |         | 233   | I  | By Trust  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 3,829.6206 <sup>(1)</sup>   | I  | ESPP  |
| Common Stock                    |                                      |  |                                |   |   |            |         | 254.8183 <sup>(2)</sup>   | I  | ESPP DRIP   |
| Common Stock                    | 09/08/2020                           |  | I                              |   | 2,024.242   | A          | \$66.17 | 19,304.1523 <sup>(3)</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) |  |
|--|--|--------------------------------------|--|--------------------------------|--|----------|--|-----------------|---|--|--|---|--|--|
|  |  |                                      |  |                                | (A)  | (D)      | Date Exercisable   | Expiration Date |   |  |  |   |  |  |
| Phantom Stock                              | \$66.17  | 09/08/2020                           |  | A                              |  | 1,454.69 | (4)  | (4)             | Common Stock  | 1,454.69                                   | \$66.17  | 2,672.19  | D  |  |

**Explanation of Responses:**

- Shares allocated to the Reporting Person's account under the Issuer's Employee Stock Purchase Plan (the "ESPP"). All ESPP information reported herein is based on a plan statement dated as of 12/31/2019.
- Represents shares purchased by the Reporting Person through dividend reinvestment with the Issuer's Employee Stock Purchase Plan ("ESPP"). All ESPP DRIP information reporting herein is based on a plan statement dated as of 12/31/2019.
- Represents shares held in the Issuer's 401(k) Retirement and Savings Plan.
- Represents amounts held by the Reporting Person in a retirement plan of the Issuer. Each share is the economic equivalent of one share of common stock. The Reporting Person's account balance is distributed in cash following termination of employment.

**Remarks:**

John B. Berding By: Karl J. Grafe, as Attorney-in-Fact

09/10/2020

\*\* 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.

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.