

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations continue. See Instruction 1(b)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utilities Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

OMB Number: 3235-0287
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(Print or Type Responses)

Last Report Filed: August 2002

1. Name and Address of Reporting Person: Lindner Keith E.
2. Issuer Name and Ticker or Trading Symbol: AMERICAN FINANCIAL GROUP, INC. (AFG)
3. IRS Identification, Number of Reporting Person, if an entity (Voluntary)
4. Statement for Month/Day/Year: December, 2002
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person to Issuer (Check all applicable): X Director, 10% Owner, X Officer (give title below), Other (specify below): Co-President
7. Individual or Joint/Group Filing (Check Applicable Line): X Form filed by One Reporting Person

Table 1 - Non-Derivative Securities Acquired, Disposed of or Beneficially Owned. Columns include: 1. Title of Security (Instr. 3), 2. Transaction Date, 2A. Deemed Execution Date, if any, 3. Transaction Code (Instr. 8), 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5), 5. Amount of Securities Beneficially Owned, 6. Ownership Form: Direct, 7. Nature of Indirect Beneficial Ownership. Rows include Common Stock transactions with dates, amounts, and ownership forms.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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*If the form is filed by more than one reporting person, see Instruction 4(b)(v)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned. Columns include: 1. Title of Derivative Security (Instr. 3), 2. Conversion or Exercise Price of Derivative, 3. Transaction Date, 3A. Deemed Execution Date, if any, 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 Underlying Securities (Instr. 3 and 4), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4), 10. Ownership Form of Derivative Security (Direct (D) or Indirect (I) (Instr. 4)), 11. Nature of Indirect Beneficial Ownership (Instr. 4).

Explanation of Responses:

(a) On 10/2/02, Indirect #2 transferred 138,601 shares of Common Stock to Indirect #1.

- Indirect #1 By Keith E. Lindner, Trustee of the Keith E. Lindner Living Trust dated June 2, 1992.
Indirect #2 By Keith E. Lindner, Trustee of the Keith E. Lindner 1996-2 Qualified Annuity Trust dated 3/28/96.
Indirect #3 Held by Spouse of Reporting Person.
Indirect #4 By Keith E. Lindner, Custodian for minor child.
Indirect #5 By Keith E. Lindner, Custodian for minor child.
Indirect #6 By Courtney O'Neil & Christopher Hewett, Trustees of the Keith E. Lindner 1992 Trust dated 12/22/92.
Indirect #7 By Keith E. Lindner and Christopher B. Hewett, Trustees of the Courtney O'Neil 1992 Trust dated 12/22/92.
Indirect #8 By Keith E. Lindner, Custodian for minor child.
Indirect #9 By Keith E. Lindner, & Christopher Hewett, Trustees of the Courtney O'Neil Living Trust Dated 6/02/92.

Indirect #10 By Keith E. Lindner, Custodian for Court Edward Lindner.
Indirect #11 Courtney O'Neil Lindner
Indirect #12 KEL Investment, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal violations
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Karl J. Grafe January 10, 2003
** Signature of Reporting Person Date

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.

Keith E. Lindner
By: Karl J. Grafe, as attorney-in-fact Page 2
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