

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>LINDNER CARL H III</u> (Last) (First) (Middle) <u>ONE 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Co-CEO & Co-President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2009</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	07/30/2009		F/K		87,765	D	\$24.81	4,830,284	I	#1
Common Stock	07/30/2009		M		82,500	A	\$13.1667	4,912,784	I	#1 ⁽¹⁾
Common Stock	07/30/2009		M		82,500	A	\$13.2267	4,995,284	I	#1 ⁽¹⁾
Common Stock								34,901	I	#2 ⁽²⁾
Common Stock								37,176.88	I	#4 ⁽³⁾
Common Stock								0 ⁽⁴⁾	I	#6 ⁽⁵⁾
Common Stock								129,151	I	#7 ⁽⁶⁾
Common Stock								191,202	I	#8 ⁽⁷⁾
Common Stock								10,055	I	#9 ⁽⁸⁾
Common Stock								20,402	I	#11 ⁽⁹⁾
Common Stock								1,468,500	I	#12 ⁽¹⁰⁾
Common Stock								2,376	I	#14 ⁽¹¹⁾
Common Stock								30,457	I	#15 ⁽¹²⁾
Common Stock								36,943	I	#19 ⁽¹³⁾
Common Stock								263,091	I	#20 ⁽¹⁴⁾
Common Stock								263,091	I	#21 ⁽¹⁵⁾
Common Stock								113,019	I	#22 ⁽¹⁶⁾
Common Stock								22,051	I	#23 ⁽¹⁷⁾
Common Stock								1,713	I	#24 ⁽¹⁸⁾

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
Exercise of Stock Option	\$13.1667	07/30/2009		M			82,500	(19)	12/17/2010	Common	82,500	\$0.00	0	D	
Exercise of Stock Option	\$13.2267	07/30/2009		M			82,500	(19)	02/21/2010	Common	82,500	\$0.00	0	D	

Explanation of Responses:

1. Indirect #1: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended. (c3)
2. Indirect #2: Martha S. Lindner, (or her Successor) o the Martha S. Lindner Family Trust DTD 8/30/02 as amended. (c3)
3. Indirect #4: The Company's Retirement and Savings Plans. The number of shares of Common Stock which would be represented by the value of the Reporting Person's Company Securities Funds account in the Issuer's Retirement and Savings Plan is based on a statement dated as of 12/31/08.
4. On 2/12/2009, Indirect #6 transferred 10 shares to Indirect #19.
5. Indirect #6: CDL (c3)
6. Indirect #7: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
7. Indirect #8: Keith E. Lindner TTEE, MLB Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
8. Indirect #9: Keith E. Lindner TTEE, CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
9. Indirect #11: Keith E. Lindner TTEE, CDL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
10. Indirect #12: CHL Investments, LLC (c3)
11. Indirect #14: CHL III, custodian of a minor. (c3)
12. Indirect #15: KEL TTEE, MBL Trust C/U Irrevocable Trust Agreement DTD 7/1/83. (c3)
13. Indirect #19: CDL TTEE of the CDL TR Dtd 11/22/06. (c3)
14. Indirect #20: SCL TTEE CDL Trust DTD 10/26/05. (c3)
15. Indirect #21: SCL TTEE MBL Trust Dtd 10/26/05. (c3)
16. Indirect #22: SCL TTEE GD Trust Dtd 10/26/05. (c3)
17. Indirect #23: KEL TTEE CDL Withdrawal Trust C/U Irrevocable Trust Agreement DTD 11/1/82. (c3)
18. Indirect #24: KEL, TTEE Under Irrevocable Trust Agreement with CHL III and MSL, Grantors dated 9/26/1989. (c3)
19. These Employee Stock Options ("Options") become exercisable as to 20% of the shares initially granted on the first anniversary of the date of grant, with an additional 20% becoming exercisable on each subsequent anniversary. The Options were granted under the Issuer's Stock Option Plan pursuant to Rule 16b-3.

Remarks:

Carl H. Lindner III By: Karl J. Grafe, as Attorney-in-Fact 08/03/2009

** 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.