

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
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1. Name and Address of Reporting Person* <u>AMERICAN FINANCIAL GROUP INC</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>PROVIDENT FINANCIAL GROUP INC [PFGI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2003</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	12/17/2003		J		197,239	D	\$31.36	0	I	see footnote ⁽¹⁾⁽⁵⁾
Common Stock								0	D	
Common Stock								5,572,271	I	see footnote ⁽²⁾
Common Stock								468,903	I	see footnote ⁽³⁾
Common Stock								30,801	I	see footnote ⁽⁴⁾

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					
Series D Preferred	(6)							(7)	(7)	Common Stock	988,200	70,272	I	see footnote ⁽³⁾

Explanation of Responses:

- On December 17, 2003, the Reporting Person sold its remaining position in Infinity Property & Casualty Corporation ("Infinity") in an underwritten public offering. At the time of that sale, Infinity beneficially owned 197,239 shares of Provident Financial Group, Inc. ("Provident") common stock. As a result, the Reporting Person's beneficial ownership of Provident common stock was reduced by 197,239 shares, representing the elimination of the Reporting Person's indirect interest through Infinity. The average of the high and low sales price of Provident common stock on December 17, 2003 was \$31.36.
- Great American Insurance Company ("GAI"), 100% owned by the Reporting Person.
- Great American Life Insurance Company, 83% owned by the Reporting Person.
- Mid-Continent Casualty Company, 100% owned by GAI.
- Infinity Property & Casualty Corporation, formerly a subsidiary of the Reporting Person.
- Each share of Provident Series D Preferred stock is convertible into 14.0625 shares of Provident common stock.
- Currently exercisable and does not have an expiration date.

American Financial Group, Inc.
by /s/ Karl J. Grafe, Assistant Secretary 12/29/2003

** 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.