

LINDNER CARL H

Form 4

February 28, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LINDNER CARL H

2. Issuer Name **and** Ticker or Trading  
Symbol  
AMERICAN FINANCIAL GROUP  
INC [AFG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/25/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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)		
Common Stock				(A) or (D)	Price	0	D		
Common Stock	02/25/2005		P	2,500	A	\$ 30.24	9,024,821	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/25/2005		P	2,500	A	\$ 30.25	9,027,321	I	Indirect #1 <sup>(1)</sup>
Common stock	02/25/2005		P	1,000	A	\$ 30.27	9,028,321	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/25/2005		P	1,200	A	\$ 30.28	9,029,521	I	Indirect #1 <sup>(1)</sup>

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Common Stock	02/25/2005	P	6,500	A	\$ 30.29	9,036,021	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/25/2005	P	1,100	A	\$ 30.31	9,037,121	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/25/2005	P	6,000	A	\$ 30.35	9,043,121	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/25/2005	P	900	A	\$ 30.36	9,044,021	I	Indirect #1 <sup>(1)</sup>
Common Stock	02/09/2005	G V	12,834	A	\$ 0	511,108 <sup>(2)</sup>	I	Indirect #2 <sup>(3)</sup>
Common Stock						1,068,132 <sup>(2)</sup>	I	Indirect #3 <sup>(4)</sup>
Common Stock						1,333,027	I	Indirect #7 <sup>(5)</sup>

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

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
LINDNER CARL H ONE EAST FOURTH STREET CINCINNATI, OH 45202	X	X	Chairman of the Board	

## Signatures

Carl H. Lindner By: Karl J. Grafe, as  
Attorney-in-Fact

02/28/2005

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) #1: By Carl H. Lindner Jr., et al., Trustee for the Carl H. Lindner Amended and Restated Family Trust dated 12/23/83.
- (2) On January 7, 2005, Indirect #3 transferred 172,278 shares of AFG common stock to Indirect #2.
- (3) #2: By Edyth B. Lindner, Spouse
- (4) #3: By Lou Ann Flint, Trustee of the Edyth B. Lindner 2002-2 Qualified Annuity Trust U/A dated 8/19/02.
- (5) #7: EBL, Trustee of the Edyth B. Lindner Family Trust dtd 4/13/04

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

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