

LINDNER S CRAIG
Form 5
February 05, 2008

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
LINDNER S CRAIG

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-CEO & Co-President

ONE EAST FOURTH STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	Â	Â	Â	Â	0 ⁽¹⁾	D	Â
Common Stock	04/24/2007	Â	G	681 D \$ 0	3,666,498 ⁽¹⁾	I	#1 ⁽²⁾
Common Stock	05/07/2007	Â	G	75,000 D \$ 0	3,591,498	I	#1 ⁽²⁾
Common Stock	05/30/2007	Â	G	3,200 D \$ 0	3,588,298	I	#1 ⁽²⁾

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Common Stock	09/06/2007	Â	G	1,525	D	\$ 0	3,723,975 (3) (4)	I	#1 (2)
Common Stock	11/29/2007	Â	G	3,450	D	\$ 0	3,884,599 (3)	I	#1 (2)
Common Stock	12/14/2007	Â	G	2,620	D	\$ 0	3,881,979	I	#1 (2)
Common Stock	12/21/2007	Â	G	23,120	D	\$ 0	3,858,859	I	#1 (2)
Common Stock	Â	Â	Â	Â	Â	Â	77,594	I	#3 (5)
Common Stock	Â	Â	Â	Â	Â	Â	25,898 (1)	I	#5 (6)
Common Stock	Â	Â	Â	Â	Â	Â	25,898 (1)	I	#6 (7)
Common Stock	Â	Â	Â	Â	Â	Â	0 (8)	I	#7 (9)
Common Stock	Â	Â	Â	Â	Â	Â	145,321	I	#8 (10)
Common Stock	Â	Â	Â	Â	Â	Â	1,020,043	I	#9 (11)
Common Stock	Â	Â	Â	Â	Â	Â	1,485,000	I	#10 (12)
Common Stock	Â	Â	Â	Â	Â	Â	35,706	I	#12 (13)
Common Stock	Â	Â	Â	Â	Â	Â	1,743,000 (1) (3) (4)	I	#13 (14)
Common Stock	Â	Â	Â	Â	Â	Â	63,604	I	#14 (15)
Common Stock	Â	Â	Â	Â	Â	Â	63,604	I	#15 (16)
Common Stock	Â	Â	Â	Â	Â	Â	63,604	I	#16 (17)
Common Stock	Â	Â	Â	Â	Â	Â	25,898 (1) (8)	I	#17 (18)

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDNER S CRAIG ONE EAST FOURTH STREET CINCINNATI, OH 45202	X		X	X

Signatures

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact 02/05/2008

**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) On 3/19/2007, the Reporting Person transferred 57,297 shares of common stock to Indirect #1. On 3/30/2007, Indirect #13 transferred 137,133 shares of common stock to Indirect #1. On 4/24/2007, Indirect #1 transferred 681 shares of common stock each to Indirect #5, #6, #17, and 681 shares to an emancipated son.
 - (2) Indirect #1: SCL TTEE of the SCL Living Trust DTD 30/30/83
 - (3) On 7/3/2007, Indirect #13 transferred 137,202 shares of common stock to Indirect #1.
 - (4) On 10/3/2007, Indirect #13 transferred 164,074 shares of common stock to Indirect #1.
 - (5) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93.
 - (6) Indirect #5: Corinne E. Lindner, TTEE CEL 2002 Living Trust dtd 11/4/02.
 - (7) Indirect #6: FRL, Cust. Christine Frances Lindner Under OH Tsfr to Min Act.
 - (8) On 12/13/2007 Indirect #7 transferred 24,559 shares of common stock to Indirect #17.
 - (9) Indirect #7: FRL Cust. Clara Ann Lindner Under OH Tsfr to Min. Act.
 - (10) Indirect #8: KEL TTEE Under Irr. Trust Agr. with Frances R. Lindner Grantor DTD 2/13/85.
 - (11) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
 - (12) Indirect #10: SCL Investments, LLC

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- Indirect #12: The Company's Retirement and Savings Plans. The number of shares of Common stock which would be represented by the
- (13) 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 12/31/2007.
- (14) Indirect #13: SCL, TTEE of the SCL 2005-1 Qualified Annuity Trust DTD 4/21/05.
- (15) Indirect #14: M. Myhart TTEE Corinne Under Trust Agreement dtd 3/8/96.
- (16) Indirect #15: M. Myhart TTEE Clara Under Trust Agreement dtd 3/8/96.
- (17) Indirect #16: M. Nyhart TTEE Christine Under Trust Agreement dtd 3/8/96.
- (18) Indirect #17: CAL, daughter of the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.