

LINDNER S CRAIG  
Form 4/A  
August 06, 2009

**FORM 4**

**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).

**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

(Print or Type Responses)

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)  
ONE EAST FOURTH STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
07/30/2009

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

CINCINNATI, OH 45202  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/03/2009

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

**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)
			Code	V Amount or Price		
Common Stock	07/30/2009		M	82,500 A \$ 13.1667	3,847,382	I
Common Stock	07/30/2009		M	82,500 A \$ 13.2267	3,929,882	I
Common Stock	07/30/2009		F	87,765 D \$ 24.81	3,842,117	I
Common Stock	07/30/2009		S	66,200 D \$ 24.8 (2)	3,775,917	I
Common Stock	07/31/2009		S	131,000 D \$ 24.5822 (3)	3,642,817	I

Common Stock	08/03/2009	S	150,700	D	\$ 24.6964 (4)	3,492,117	I
Common Stock						110,162	I
Common Stock	08/03/2009	S	7,838	D	\$ 24.8097 (6)	21,560	I
Common Stock						1,020,043	I
Common Stock						1,485,000	I

Director	10% Owner	Officer	Other
Kim Bernard Jin C/O ZYNGA INC. 699 8TH STREET SAN FRANCISCO, CA 94103			President of Publishing

## Signatures

/s/ Matt Tolland, as attorney-in-fact for Bernard J. Kim 04/10/2018

\*\*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) The exercise price of each stock option is the closing sales price of the Issuer's Class A common stock on April 9, 2018 (as quoted on the NASDAQ Stock Market).
- (2) Vests as follows: 25% of the shares subject to the award will vest on April 15, 2019, and 6.25% of the shares subject to the award vest quarterly thereafter, subject to continued service to the Issuer through each vesting date.
- (3) Each restricted stock unit represents a contingent right to receive 1 share of the Issuer's Class A Common Stock upon vest.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

-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. ...
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)		
Stock								
Option Exercise	\$ 13.2267	07/30/2009	M				82,500	(16)
						02/21/2010	common	82,500
Stock								
Option Exercise	\$ 13.1667	07/30/2009	M				82,500	(16)
						12/17/2010	common	82,500

## Reporting Owners

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

## Signatures

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact 08/06/2009

\_\_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) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.70 to \$24.97, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 3, 4, 6, 11 and 14 to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.50 to 24.94, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.50 to \$24.73, inclusive.
- (4) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93. (SCL)
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.80 to \$24.8350, inclusive.
- (6) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act. (SCL)
- (7) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83. (SCL)
- (8) Indirect #10: SCL Investments, LLC (SCL)
- (9) Indirect #12: 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. (SCL)
- (10)
- (11)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.89 to \$24.891, inclusive.

(12) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96. (SCL)

(13) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85. (SCL)

(14) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.81 to \$24.87, inclusive.

(15) Indirect #23: CFL TR U/A DTD 4/21/05 FRL TTEE (SCL)

(16) 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.

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