

LINDNER S CRAIG
Form 4
March 30, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/29/2005

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

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

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

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					0 ⁽¹⁾	D	
Common Stock	03/29/2005		M	166,181 A	\$ 23.97 3,543,481 ⁽¹⁾	I	#1 ⁽²⁾
Common Stock	03/29/2005		F	129,835 D	\$ 30.68 3,413,646	I	#1 ⁽²⁾
Common Stock					557,340	I	#2 ⁽³⁾
Common Stock					50,000	I	#3 ⁽⁴⁾

Edgar Filing: LINDNER S CRAIG - Form 4

Common Stock	14,606	I	#4 ⁽⁵⁾
Common Stock	14,606	I	#5 ⁽⁶⁾
Common Stock	14,606	I	#6 ⁽⁷⁾
Common Stock	14,606	I	#7 ⁽⁸⁾
Common Stock	96,881	I	#8 ⁽⁹⁾
Common Stock	680,029	I	#9 ⁽¹⁰⁾
Common Stock	1,000,000	I	#10 ⁽⁴⁾ ⁽¹¹⁾
Common Stock	713	I	#11 ⁽¹²⁾
Common Stock	948	I	401-K ⁽¹³⁾

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.

SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option	\$ 23.97	03/29/2005		M	166,101	⁽¹⁴⁾	04/27/2015	Common Stock	166,18

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

LINDNER S CRAIG
ONE EAST FOURTH STREET X Co-President
CINCINNATI, OH 45202

Signatures

S. Craig Lindner By: James C. Kennedy, as 03/30/2005
Attorney-in-Fact
**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 Reporting Person transferred 713 shares of AFG Common Stock to Indirect #1.
- (2) Indirect #1: By S. Craig Lindner, Trustee for the S. Craig Lindner Living Trust dated 3/30/83.
- (3) Indirect #2: Malott Nyhart, Trustee of the SCL 1996-2 Qualified Annuity Trust dated 3/28/96.
- (4) Indirect #3: By Frances R. Lindner (spouse), Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
- (5) Indirect #4: SCL, Jr. Trustee, SCL 2001 Living Trust DTD 12/26/01.
- (6) Indirect #5: Corinne E. Lindner, TTEE, CEL 2002 Living Trust DTD 11/14/02.
- (7) Indirect #6: By Frances R. Lindner (spouse), Custodian for minor child.
- (8) Indirect #7: By Frances R. Lindner (spouse), Custodian for minor child.
- (9) Indirect #8: By Keith E. Lindner, Trustee under an Irreocable Trust Indenture with Frances R. Lindner dated 2/13/85.
- (10) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (11) Indirect #10: SCL, Investments LLC
- (12) Indirect #11: Frances R. Lindner
- (13) Total as of 12/31/2004.
- (14) 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. Initial date of grant was 4/7/95.
- (15) The Reporting Person exercised this option using previously held shares of the issuer.

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.