

LINDNER CARL H

Form 5

February 13, 2006

FORM 5**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).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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
LINDNER CARL H

(Last) (First) (Middle)

ONE EAST FOURTH STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
AMERICAN FINANCIAL GROUP
INC [AFG]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20054. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman of the Board

6. Individual or Joint/Group Reporting

(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) (A) or (D) Amount Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/20/2005	Â	G	26,250 D \$ 0	6,796,132	I	Indirect #1 (1)
Common Stock	12/21/2005	Â	G	12,917 D \$ 0	6,783,215	I	Indirect #1 (1)
Common Stock	12/21/2005	Â	G	12,860 D \$ 0	6,770,355	I	Indirect #1 (1)
Common Stock	Â	Â	Â	Â Â Â	578,541.638	I	Indirect #2 (2)

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Common Stock	Â	Â	Â	Â	Â	Â	2,748.803	I	Indirect #4 ⁽³⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,349,609.781	I	Indirect #5 ⁽⁴⁾
Common Stock	Â	Â	Â	Â	Â	Â	2,677,229	I	Indirect #8 ⁽⁵⁾

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

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SEC 2270
(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Deferred Compensation	\$ 38.31	Â	Â	Â	Â Â	Â ⁽⁶⁾ Â ⁽⁶⁾	Common Stock 12,969.3

Reporting Owners

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

Signatures

Carl H. Lindner By: Karl J. Grafe, as Attorney-in-Fact 02/13/2006

__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: By Carl H. Lindner Jr., et al., Trustees for the Carl H. Lindner Amended and Restated Family Trust dated 12/23/83.

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- (2) Indirect #2: By Edyth B. Lindner, Spouse.
- (3) Indirect #4: Carl H. Lindner, Jr. et al TTEE of the CHL Family Trust dated 1/22/82
- (4) Indirect #5: Edyth B. Lindner TTEE of the Edyth B. Lindner Family Trust dtd 4/13/2004.
- (5) Indirect #8: J. Pedoto, TTEE of the EBL 2005-1 Qualified Annuity Trust, dtd. 4/26/2005.

Represents Units in the Issuer's Deferred Compensation Plan. The account value increases or decreases based on the value of the Issuer's

- (6) common stock. Upon termination of employment, the Reporting Person's account balance may be distributed, at the option of the Issuer, either in cash or in shares of the Issuer's common stock.

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.