

AMERICAN FINANCIAL GROUP INC

Form 4/A

September 18, 2006

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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(Print or Type Responses)

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

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)  
09/14/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
09/15/2006

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

Co-CEO &amp; Co-President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       |   |   |                                      | (A)<br>or<br>(D)  |  |  |   |
|                                       |   |   | Code                                 | V   | Amount   |  | Price   |
| Common<br>Stock                       | 09/14/2006                              |   | S                                    |   | 950  | D  | \$<br>47.84   |
| Common<br>Stock                       | 09/14/2006                              |   | S                                    |   | 2,500  | D  | \$<br>47.86   |
| Common<br>Stock                       |   |   |                                      |   | 21,117   | I  |   |
| Common<br>Stock                       |   |   |                                      |   | 14,878.2   | I  |   |

0

D

#1 <sup>(1)</sup>#1 <sup>(1)</sup>#2 <sup>(2)</sup>#4 <sup>(3)</sup>

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|              |            |   |        |   |          |           |   |                     |
|--------------|------------|---|--------|---|----------|-----------|---|---------------------|
| Common Stock |            |   |        |   |          | 509,873   | I | #5 <sup>(4)</sup>   |
| Common Stock |            |   |        |   |          | 81,219    | I | #6 <sup>(5)</sup>   |
| Common Stock |            |   |        |   |          | 22,468    | I | #10 <sup>(6)</sup>  |
| Common Stock | 09/14/2006 | S | 4,250  | D | \$ 47.5  | 995,750   | I | #12                 |
| Common Stock | 09/14/2006 | S | 500    | D | \$ 47.51 | 995,250   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 2,650  | D | \$ 47.53 | 992,600   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 10,600 | D | \$ 47.6  | 982,000   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 2,000  | D | \$ 47.65 | 980,000   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 50     | D | \$ 47.82 | 979,950   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 900    | D | \$ 47.85 | 979,050   | I | #12 <sup>(7)</sup>  |
| Common Stock | 09/14/2006 | S | 50     | D | \$ 47.87 | 979,000   | I | #12 <sup>(7)</sup>  |
| Common Stock |            |   |        |   |          | 1,584     | I | #14 <sup>(8)</sup>  |
| Common Stock |            |   |        |   |          | 22,478    | I | #15 <sup>(9)</sup>  |
| Common Stock |            |   |        |   |          | 2,507,828 | I | #18 <sup>(10)</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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| LINDNER CARL H III<br>ONE EAST FOURTH STREET<br>CINCINNATI, OH 45202 | X             |           | Co-CEO & Co-President |       |

## Signatures

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

09/18/2006

\_\_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 III, For the Second Amended & Restated Carl H. Lindner III Family Trust Dated 3/11/94.
- (2) Indirect #2 By Martha S. Lindner (Spouse), Trustee for the Second Amended and Restated Martha A. Lindner Family Trust dated 3/11/94.
- (3) Indirect #4: The Company Retirement and Savings Account. 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 12/31/2005.
- (4) Indirect #5: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 11/1/82.
- (5) Indirect #6: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III dated 7/1/83.
- (6) Indirect #10: By Keith E. Lindner, Trustee under an Irrevocable Trust Indenture with Carl H. Lindner III and Martha S. Lindner dated 9/26/89.
- (7) Indirect #12: CHL Investments, LLC, a limited liability company directly or indirectly wholly-owned by the Reporting Person.
- (8) Indirect #14: Carl H. Lindner III, Custodian of a minor.
- (9) Indirect #15: Son of the Reporting Person.
- (10) Indirect #18: CHL III, TTEE of the CHL III 2005-1 Qualified Annuity Trust dated 10/26/2005.

### Remarks:

This is an amendment to the fourth of four parts of a Form 4 filed by the Reporting Person on September 15, 2006.

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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