

AMERICAN FINANCIAL GROUP INC
 Form 5
 February 10, 2015

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 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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2014

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

301 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	05/28/2014	Â	G	1,711 D \$ 0	4,113,677	I	#1 (1)
Common Stock	06/19/2014	Â	G	17,558 D \$ 0	4,096,119	I	#1 (1)
Common Stock	06/30/2014	Â	G	3,374 D \$ 0	4,111,941 (2)	I	#1 (1)
Common Stock	10/08/2014	Â	G	243 A \$ 0	4,131,802 (3)	I	#1 (1)

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Common Stock	11/21/2014	Â	G	2,016	D	\$ 0	4,129,786	I	#1 <u>(1)</u>
Common Stock	11/25/2014	Â	G	496	D	\$ 0	4,129,290	I	#1 <u>(1)</u>
Common Stock	12/12/2014	Â	G	9,240	D	\$ 0	4,120,050	I	#1 <u>(1)</u>
Common Stock	12/22/2014	Â	G	19,797	D	\$ 0	4,100,253	I	#1 <u>(1)</u>
Common Stock	10/08/2014	Â	G	243	A	\$ 0	37,443	I	#2 <u>(4)</u>
Common Stock	Â	Â	Â	Â	Â	Â	1,348,500	I	#12 <u>(5)</u>
Common Stock	Â	Â	Â	Â	Â	Â	176,166	I	#21 <u>(6)</u>
Common Stock	Â	Â	Â	Â	Â	Â	33,091	I	#22 <u>(7)</u>
Common Stock	Â	Â	Â	Â	Â	Â	56,709 <u>(8)</u>	I	#25 <u>(9)</u>
Common Stock	Â	Â	Â	Â	Â	Â	1,516,741 <u>(2) (3)</u>	I	#26 <u>(10)</u>
Common Stock	Â	Â	Â	Â	Â	Â	167,621 <u>(8)</u>	I	#27 <u>(11)</u>
Common Stock	10/08/2014	Â	G	243	A	\$ 0	1,584	I	#28 <u>(12)</u>
Common Stock	05/28/2014	Â	G	4,277	D	\$ 0	2,362,019	I	#29 <u>(13)</u>
Common Stock	12/17/2014	Â	G	15,410	D	\$ 0	2,346,609	I	#29 <u>(13)</u>
Common Stock	Â	Â	Â	Â	Â	Â	110,589	I	#30 <u>(14)</u>

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)

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	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. of D Se B O E
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Disposed
of (D)
(Instr. 3,
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LINDNER CARL H III 301 EAST FOURTH STREET CINCINNATI, OH 45202	X	A	A	A Co-CEO & Co-President A

Signatures

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

02/10/2015

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: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended.
 - (2) On 6/30/2014, Indirect #26 transferred 19,196 shares of AFG Common Stock to Indirect #1.
 - (3) On 9/30/2014, Indirect #26 transferred 19,618 shares of AFG common stock to Indirect #1.
 - (4) Indirect #2: Martha S. Lindner, (or her Successor) of the Martha S. Lindner Family Trust DTD 8/30/02, as amended.
 - (5) Indirect #12: Seraphim Partners LLC fka CHL Investments, LLC
 - (6) Indirect #21, Doug Marcian, TTEE ML Trust Dtd 10/26/05.
 - (7) Indirect #22: Doug Marcian TTEE GB Trust Dtd 10/26/05. (GD)
 - (8) On September 16, 2014, Indirect #25 transferred 89,950 shares of AFG common stock to Indirect #27.
 - (9) Indirect #25: Lou Ann Flint TTEE MBL 2009 Consolidation Trust Dtd 12/22/09.
 - (10) Indirect #26: CHL III 2010-1 Qualified Annuity Trust Dtd 4/9/10.
 - (11) Indirect #27: Lou Ann Flint TTEE MBL 2009 Trust Dtd 4/13/2009.
 - (12) Indirect #28: MBL TTEE MBL Trust Dtd 1/17/2008.
 - (13) Indirect #29: Shares voting and dispositive power and holds a remainder interest in shares held by charitable lead annuity trust. The reporting person disclaims beneficial interest of the shares held by the trust except to the extent of his pecuniary interest in such shares.
 - (14) Indirect #30: MSL TTEE Carl H. Lindner III Dynasty Trust Dtd 12/21/2012.

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.