

LINDNER CARL H

Form 4/A

March 24, 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 CARL H

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)
 03/23/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
 Chairman of the Board

CINCINNATI, OH 45202

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 03/24/2005

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 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				(A) or (D)			
			Code	V	Amount		Price
Common Stock	03/23/2005		P		3,500	A	\$ 30.39
							9,144,201
						I	Indirect #1 ⁽¹⁾
Common Stock	03/23/2005		P		46,500	A	\$ 30.79
							9,190,521
						I	Indirect #1 ⁽¹⁾
Common Stock	03/23/2005		P		16,400	A	\$ 30.45
							9,206,921
						I	Indirect #1 ⁽¹⁾
Common Stock	03/23/2005		P		500	A	\$ 30.44
							9,207,421
						I	Indirect #1 ⁽¹⁾

Edgar Filing: LINDNER CARL H - Form 4/A

Common Stock	03/23/2005	P	600	A	\$ 30.43	9,208,021	I	Indirect #1 ⁽¹⁾
Common Stock	03/23/2005	P	2,500	A	\$ 30.42	9,210,521	I	Indirect #1 ⁽¹⁾
Common Stock	03/24/2005	P	6,100	A	\$ 30.14	9,216,621	I	Indirect #1 ⁽¹⁾
Common Stock	03/24/2005	P	7,000	A	\$ 30.15	9,223,621	I	Indirect #1 ⁽¹⁾
Common Stock						511,108	I	Indirect #2 ⁽²⁾
Common Stock						1,068,132	I	Indirect #3 ⁽³⁾
Common Stock						1,333,027	I	Indirect #7 ⁽⁴⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

03/24/2005

____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.
- (2) Indirect #2: By Edyth B. Lindner, Spouse.
- (3) Indirect #3: By Lou Ann Flint, Trustee of the Edyth B. Lindner 2002-2 Qualified Annuity Trust U/A dated 8/19/02.
- (4) Indirect #7: EBL, Trustee of the Edyth B. Lindner Family Trust dtd 4/13/04.

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.