

AMERICAN FINANCIAL GROUP INC

Form 5

February 14, 2014

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: 3235-0362
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1. Name and Address of Reporting Person *
LINDNER S CRAIG

(Last) (First) (Middle)

301 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)
12/31/2013

4. 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)
Co-CEO & Co-President

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)	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)
				(A) or (D)	Amount Price		
Common Stock	12/05/2013	Â	G	4,410 D \$ 0	1,477,053	I	#1 (1)
Common Stock	12/19/2013	Â	G	445 D \$ 0	1,476,608	I	#1 (1)
Common Stock	12/20/2013	Â	G	32,500 D \$ 0	1,444,108	I	#1 (1)
Common stock	Â	Â	Â	Â Â Â	112,461	I	#3 (2)

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Common Stock	Â	Â	Â	Â	Â	Â	29,153.78	I	#12 ⁽³⁾
Common Stock	07/25/2013	Â	G	600	D	\$ 0	2,366,896	I	#27 ⁽⁴⁾
Common Stock	08/07/2013	Â	G	19,191	D	\$ 0	2,366,296	I	#27 ⁽⁴⁾

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 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 or Value of Derivative Security (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Phantom Stock	Â	Â	Â	Â	Â Â	Â ⁽⁵⁾ Â ⁽⁵⁾	Common	Â

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LINDNER S CRAIG 301 EAST FOURTH STREET CINCINNATI, OH 45202	Â X Â Â Co-CEO & Co-President Â

Signatures

S. Craig Lindner By: Karl J. Grafe, as
Attorney-in-Fact

02/14/2014

 **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).

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- (1) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (2) Indirect #3: By Franes R. Lindner, Trustee for the Frances R. Lindner Living Trust dated 9/13/93.
- (3) Indirect #12: Held in the Company's Retirement and Savings Plan. The number of shares of Common Stock is based on a statement dated as of 12/31/13.
- (4) Indirect #27: 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.
Represents amounts held by Reporting Person in a retirement plan of the Issuer based on a statement dated 12/31/13. Each share is the economic equivalent of one share of common stock. The Reporting Person's account balance is distributed in cash following termination of employment.
- (5)

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.