

AMERICAN FINANCIAL GROUP INC
 Form 4
 February 07, 2017

FORM 4

**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).

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 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)
301 EAST FOURTH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2017

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

CINCINNATI, OH 45202

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

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		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)
			(Instr. 8)	(Instr. 8)	(A) or (D)	Price			
Common Stock	09/20/2016		G	V	335	D \$ 0	3,919,278	I	#1 ⁽¹⁾
Common Stock	11/04/2016		G	V	187	A \$ 0	3,933,800 ⁽²⁾	I	#1 ⁽¹⁾
Common Stock	11/28/2016		G	V	62,566	D \$ 0	3,871,234	I	#1 ⁽¹⁾
Common Stock	12/13/2016		G	V	892	D \$ 0	3,870,342	I	#1 ⁽¹⁾
Common Stock	12/22/2016		G	V	23	D \$ 0	3,870,319	I	#1 ⁽¹⁾

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Common Stock	02/03/2017	S	150,000	D	\$ 90.8786 (3)	3,720,319	I	#1 (1)
Common Stock	02/06/2017	S	50,000	D	\$ 91.0048 (4)	3,670,319	I	#1 (1)
Common Stock	11/04/2016	G V	187	A	\$ 0	37,835	I	#2 (5)
Common Stock						1,248,500	I	#12 (6)
Common Stock						1,434,759 (2)	I	#26 (7)
Common Stock						2,311,386 (8)	I	#29 (9)

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

Reporting Owners

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

Signatures

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

02/07/2017

__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 9/30/2016, Indirect #26 transferred 14,335 shares of AFG Common Stock to Indirect #1.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.63 to \$91.62, inclusive. The reporting person undertakes to provide to American Financial Group, Inc., ("AFG"), any security holder of AFG, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnotes (3) and (4).

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.68 to \$91.27 inclusive.

(5) Indirect #2: Martha S. Lindner, (or her Successor) of the Martha S. Lindner Family Trust DTD 8/30/02 as amended.

(6) Indirect #12: Seraphim Partners LLC fka CHL Investments, LLC

(7) Indirect #26: CHL III 2010-1 Qualified Annuity Trust DTD 4/9/10.

(8) On 12/16/2016, 11,936 shares of Common Stock were transferred out of this account.

(9) Indirect #29: Shares voting and dispositive power and holds a remainder interest in shares held directly or indirectly by a 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.

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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