AMERICAN FINANCIAL GROUP INC

Form 4

February 13, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per 0.5 response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LINDNER S CRAIG			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) ONE EAST FO	(First) OURTH STI	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2008	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Co-CEO & Co-President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI	, OH 45202			Form filed by More than One Reporting Person		

CH (CH (1711), O11 15202				Person							
(City)	(State)	(Zip) Tabl	e I - No	n-D	erivative Se	curiti	es Acqı	nired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	01/16/2008		G	V	100,000	D	\$0	3,920,832 (1)	I	#1 (2)	
Common Stock	01/17/2008		G	V	855	A	\$ 0	3,921,687	I	#1 (2)	
Common Stock	02/11/2008		A		35,000	A	\$ 0	3,956,687	I	#1 (2)	
Common Stock	01/17/2008		G	V	855	A	\$0	78,449	I	#3 (3)	
Common Stock	01/17/2008		G	V	855	A	\$ 0	26,753	I	#5 <u>(4)</u>	

Common Stock	01/17/2008	G	V	855	A	\$ 0	26,753	I	#6 (5)
Common Stock							0 (6)	I	#8 (7)
Common Stock							1,020,043	I	#9 <u>(8)</u>
Common Stock							1,485,000	I	#10 <u>(9)</u>
Common Stock							35,706	I	#12 (10)
Common Stock							1,581,027 (1)	I	#13 (11)
Common Stock							63,604	I	#14 (12)
Common Stock							63,604	I	#15 (13)
Common Stock							63,604	I	#16 <u>(14)</u>
Common Stock	01/17/2008	G	V	855	A	\$0	26,753	I	#17 (15)
Common Stock							36,330	I (6)	#18 (16)
Common Stock							36,330	I (6)	#19 (17)
Common Stock							36,330	I (6)	#20 (18)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				

4, and 5)

Date Expiration or Number of Shares

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LINDNER S CRAIG

ONE EAST FOURTH STREET X Co-CEO & Co-President CINCINNATI, OH 45202

Signatures

S. Craig Lindner By: Karl J. Grafe, as Attorney-in-Fact 02/13/2008

**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) On January 4, 2008, Indirect #13 transferred to Indirect #1 161,973 shares of Common Stock.
- (2) Indirect #1: SCL TTEE of the SCL Living Trust DTD 03/30/83.
- (3) Indirect #3: By Frances R. Lindner, Trustee for the Frances R. Lindner living Trust dated 9/13/93.
- (4) Indirect #5: CEL, TTEE CEL 2002 Living Trust dtd 11/4/02.
- (5) Indirect #6: FRL, Cust. CFL Under OH Tsfr to Min Act.
- (6) On January 4, 2008, Indirect #8 transferred 36,330 each to Indirect #18, 19, and 20.
- (7) Indirect #8: KEL TTEE Under Irr. Trust Agr. with Frances R. Lindner Grantor DTD 2/13/85.
- (8) Indirect #9: KEL, TTEE Under an Irrev. Trust Ind. with SCL DTD 12/22/83.
- (9) Indirect #10: SCL Investments, LLC
- Indirect #12: The Company's Retirement and Savings Plans. The number of shares of Common Stock which would be represented by (10) the value of the Reporting Person's Company Securities Funds account in the Issuer's Retirement and Savings Plan is based on a
- (10) 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 12/31/07.
- (11) Indirect #13: SCL, TTEE of the SCL 2005-1 Qualified Annuity Trust DTD 4/21/05.
- (12) Indirect #14: M. Nyhart TTEE CEL Under Trust Agreement dtd 3/8/96.
- (13) Indirect #15: M. Nyhart TTEE CAL Under Trust Agreement dtd 3/8/96.
- (14) Indirect #16: M. Nyhart TTEE CFL Under Trust Agreement dtd 3/8/96.
- (15) Indirect #17: CAL, daughter of the Reporting Person.
- (16) Indirect #18: KEL TTEE CEL C/U Irrev Trust DTD 2/13/85.
- (17) Indirect #19: KEL TTEE CAL C/U Irrev Trust DTD 2/13/85.
- (18) Indirect #20: KEL, TTEE CFL C/U Irrev Trust DTD 2/13/85.

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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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.