

AMERICAN FINANCIAL GROUP INC

Form 4

November 19, 2015

**FORM 4****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).

**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: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

CINCINNATI, OH 45202

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/17/2015

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Co-CEO &amp; Co-President

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 (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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/03/2015		G	V	3,157	D	\$ 0	4,128,412 <sup>(1)</sup>	I #1 <sup>(2)</sup>
Common Stock	03/31/2015		G	V	3,870	D	\$ 0	4,141,428 <sup>(1)</sup>	I #1 <sup>(2)</sup>
Common Stock	08/06/2015		G	V	1,700	D	\$ 0	4,139,728	I #1 <sup>(2)</sup>
Common Stock	08/26/2015		G	V	205	A	\$ 0	4,139,933	I #1 <sup>(2)</sup>
Common Stock	09/29/2015		G	V	437	D	\$ 0	4,155,518 <sup>(1)</sup>	I #1 <sup>(2)</sup>

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Common Stock	11/17/2015	M	48,394	A	\$ 27.2	4,203,912	I	#1 <sup>(2)</sup>
Common Stock	11/17/2015	S	48,394	D	\$ <u>(3)</u> 70.9126	4,155,518	I	#1 <sup>(2)</sup>
Common Stock	11/18/2015	M	26,606	A	\$ 27.2	4,182,124	I	#1 <sup>(2)</sup>
Common Stock	11/18/2015	S	26,606	D	\$ <u>(4)</u> 70.7085	4,155,518	I	#1 <sup>(2)</sup>
Common Stock	08/26/2015	G	V 205	A	\$ 0	37,648	I	#2 <sup>(5)</sup>
Common Stock						1,348,500	I	#12 <sup>(6)</sup>
Common Stock						176,166	I	#21 <sup>(7)</sup>
Common Stock						33,091	I	#22 <sup>(8)</sup>
Common Stock						1,473,138 <sup>(1)</sup>	I	#26 <sup>(9)</sup>
Common Stock	04/16/2015	G	V 6,123	D	\$ 0	2,336,336	I	#29 <sup>(10)</sup>
Common Stock						110,589	I	#30 <sup>(11)</sup>

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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title

Stock Option Exercise	\$ 27.2	11/17/2015	M	48,394	(12)	02/21/2018	Common Stock	48,394
-Stock Option Exercise	\$ 27.2	11/18/2015	M	26,606	(12)	02/21/2018	Common Stock	26,606

## 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

11/19/2015

\_\_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) On 3/31/2015, Indirect #26 transferred 10,695 shares of AFG Common Stock to Indirect #1 and on 6/30/2015, Indirect #26 transferred 16,886 shares of AFG Common Stock to Indirect #1. On 9/30/2015, Indirect #26 transferred 16,022 shares of AFG Common Stock to Indirect #1.
- (2) Indirect #1: CHL III, TTEE (or his Successors) of the Carl H. Lindner III Family Trust DTD 8/29/02 as Amended.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$70.91 to \$71.215, 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 range 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 \$70.57 to \$70.81 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 #21: Doug Marcian, TTEE MBL Trust Dtd 10/26/05.
- (8) Indirect #22: Doug Marcian, TTEE GD Trust Dtd 10/26/05.
- (9) Indirect #26: CHL III 2010-1 Qualified Annuity Trust DTD 4/9/10.
- (10) 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.
- (11) Indirect #30: Martha S. Lindner TTEE Carl H. Lindner Dynasty Trust DTD 12/21/12
- (12) These Employee Stock Options become exercisable in five equal installments beginning on the first anniversary of the grant date.

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.